

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 11, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Schedule No. 2, dated as of December 11, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31678.

The name and address of the party to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

[Lessee: Georgia Power Company
241 Ralph McGill Blvd NE
Atlanta GA 30308-3374

A description of the railroad equipment covered by the enclosed document is:

96 coal hopper railcars within the series GBRX 26125 – GBRX 26249 as set forth in in the attachment to the document.

Section Chief
December 11, 2015
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A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Schedule No. 2.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**AMENDED AND RESTATED
MEMORANDUM OF SCHEDULE NO. 2**

This Amended and Restated Memorandum of Schedule No. 2 amends and restates the Memorandum of Schedule No. 2 dated August 1, 2014 to Master Full Service Railcar Lease made and entered into as of July 1, 2011 ("Lease Agreement"), by and between Greenbrier Leasing Company LLC, as assignee of WL Ross-Greenbrier Rail I LLC ("Lessor") and Georgia Power Company ("Lessee").

WITNESSETH:

1. Lessor leases to Lessee, and Lessee leases from Lessor, ninety-six (96) 4,200 cubic foot capacity aluminum rotary-dump coal hoppers, 286,000 lbs. GRL, with nine (9) outlets and rotary couplers, bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 2 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this instrument to be signed by its authorized officer, and the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the Lessor, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: JT SHARP

TITLE: PRESIDENT

DATE: 12/11/15

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	26125	GBRX	26155	GBRX	26193	GBRX	26220
GBRX	26126	GBRX	26157	GBRX	26194	GBRX	26221
GBRX	26127	GBRX	26158	GBRX	26195	GBRX	26222
GBRX	26128	GBRX	26159	GBRX	26198	GBRX	26223
GBRX	26129	GBRX	26160	GBRX	26199	GBRX	26225
GBRX	26130	GBRX	26163	GBRX	26200	GBRX	26226
GBRX	26131	GBRX	26165	GBRX	26201	GBRX	26227
GBRX	26132	GBRX	26167	GBRX	26202	GBRX	26228
GBRX	26133	GBRX	26168	GBRX	26203	GBRX	26229
GBRX	26134	GBRX	26169	GBRX	26204	GBRX	26231
GBRX	26135	GBRX	26171	GBRX	26205	GBRX	26235
GBRX	26138	GBRX	26174	GBRX	26206	GBRX	26237
GBRX	26139	GBRX	26175	GBRX	26207	GBRX	26238
GBRX	26140	GBRX	26177	GBRX	26208	GBRX	26239
GBRX	26141	GBRX	26178	GBRX	26209	GBRX	26241
GBRX	26142	GBRX	26179	GBRX	26210	GBRX	26242
GBRX	26143	GBRX	26182	GBRX	26211	GBRX	26243
GBRX	26144	GBRX	26183	GBRX	26212	GBRX	26246
GBRX	26145	GBRX	26184	GBRX	26213	GBRX	26247
GBRX	26147	GBRX	26185	GBRX	26214	GBRX	26248
GBRX	26148	GBRX	26187	GBRX	26215	GBRX	26249
GBRX	26149	GBRX	26189	GBRX	26216		
GBRX	26150	GBRX	26190	GBRX	26217	Total	96 Cars
GBRX	26152	GBRX	26191	GBRX	26218		
GBRX	26154	GBRX	26192	GBRX	26219		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 11, 2015

Edward M. Luria

Edward M. Luria