

August 1, 2016

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

Dear Section Chief:

Please find enclosed for e-filing the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The document is a MEMORANDUM OF TERMINATION OF LEASE, a secondary document, dated as of July 21, 2016. The primary document to which this is connected has a Recordation Number of 18180. We request that this assignment be cross indexed.

The names and addresses of the parties to the Memorandum of Termination of Lease are:

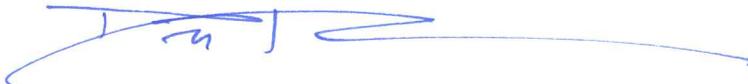
Lessor: U.S. Bank National Association, in its capacity as trustee
1 Federal Street
Boston, Massachusetts 02110

Lessee: Georgia Power Company
241 Ralph McGill Boulevard NE
Atlanta Georgia 30308-3374

A description of the equipment covered by the document is as follows: 346 coal hopper railcars, marked and numbered as follows: RWSX 93001-93346 Inclusive.

The filing fee of \$43.00 is enclosed. Thank you.

Sincerely,



David D. Thomas

MEMORANDUM OF TERMINATION OF LEASE

Dated as of July 21, 2016

between

GEORGIA POWER COMPANY
as Lessee

and

U.S. BANK NATIONAL ASSOCIATION, in its capacity as trustee
as Lessor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2016, at ____:____.M.
Recordation Number _____

MEMORANDUM OF TERMINATION OF LEASE

This MEMORANDUM OF TERMINATION OF LEASE (this “Memorandum”) is made and entered into as of July 21, 2016, by and between GEORGIA POWER COMPANY, a Georgia corporation (“Lessee”), and U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company of Connecticut, National Association), in its capacity as trustee (“Lessor”).

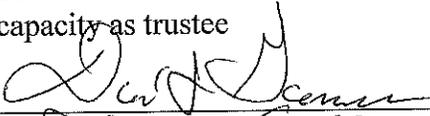
1. The parties hereto entered into that certain Lease of Railroad Equipment, dated as of March 1, 1993 (the “Lease”), whereby Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the coal hopper railcars described therein.
2. The Lease was recorded with the Surface and Transportation Board on March 25, 1993 under Recordation No. 18180-B.
3. The Lease has been terminated and the parties hereto, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities, desire to provide public notice of the termination of the Lease.

This Memorandum may be executed in any number of counterparts, by different parties hereto in separate counterparts and by facsimile or other electronic signature, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same Memorandum.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, each of the undersigned pursuant to due association and company authority, as applicable, has caused this Memorandum to be executed by its respective duly authorized officer, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION, in
its capacity as trustee

By: 
Name: DAVID J. GAUSS
Title: VICE PRESIDENT

GEORGIA POWER COMPANY

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned pursuant to due association and company authority, as applicable, has caused this Memorandum to be executed by its respective duly authorized officer, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION, in
its capacity as trustee

By: _____
Name: _____
Title: _____

GEORGIA POWER COMPANY

By: Tony Trumonte
Name: Tony Trumonte
Title: Manager, Fuel Services

STATE OF Georgia)
COUNTY OF Paulding) SS:

On this 21st day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared Tony Trumonte, the Manager, Fuel Services of Georgia Power Company, a Georgia corporation, who acknowledged the signing of the foregoing instrument on behalf of said corporation to be his/her free act and deed and the free act and deed of said corporation, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Atlanta, GA.

Notary Public Stephanie Fuller
My commission expires:

Stephanie Fuller
Notary Public, Paulding County, Georgia
My Commission Expires July 31, 2016

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF) SS:

On this ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of U.S. Bank National Association, a national banking association, who acknowledged the signing of the foregoing instrument on behalf of said national banking association to be his/her free act and deed and the free act and deed of said national banking association, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____,

Notary Public
My commission expires:

STATE OF)
) SS:
COUNTY OF)

On this ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of Georgia Power Company, a Georgia corporation, who acknowledged the signing of the foregoing instrument on behalf of said corporation to be his/her free act and deed and the free act and deed of said corporation, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____, _____.

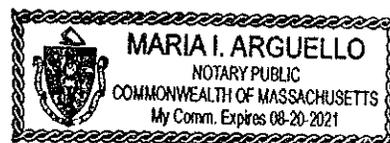
Notary Public
My commission expires:

COMMONWEALTH OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 21st day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared DAVID J GANSS, the VICE PRESIDENT of U.S. Bank National Association, a national banking association, who acknowledged the signing of the foregoing instrument on behalf of said national banking association to be his/her free act and deed and the free act and deed of said national banking association, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at BOSTON, MASSACHUSETTS,

Maria I. Arguello
Notary Public
My commission expires:



STATE OF)
) SS:
COUNTY OF)

On this ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of Georgia Power Company, a Georgia corporation, who acknowledged the signing of the foregoing instrument on behalf of said corporation to be his/her free act and deed and the free act and deed of said corporation, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____,
_____.

Notary Public
My commission expires:

COMMONWEALTH OF MASSACHUSETTS)
) SS:
COUNTY OF)

On this ____ day of July, 2016, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of U.S. Bank National Association, a national banking association, who acknowledged the signing of the foregoing instrument on behalf of said national banking association to be his/her free act and deed and the free act and deed of said national banking association, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____,
_____.

Notary Public
My commission expires: