

RECORDATION NO. 18180-G
FILED JUNE 17, 2016 9:26 AM
SURFACE TRANSPORTATION BOARD

June 17, 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 June 16, 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: 131 coal hopper railcars, marked and numbered as follows: RWSX 93005 - 93346 NI.

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

Sincerely,



David D. Thomas

MEMORANDUM OF TERMINATION OF LEASE

Dated as of June 16, 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 June 16, 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 (the “Units”).
2. The Lease was recorded with the Surface and Transportation Board on March 25, 1993 under Recordation No. 18180-B.
3. Lessee, Lessor and Key Equipment Finance, a division of KeyBank National Association (successor to KeyCorp Leasing, LTD and KeyBank of Alaska) have entered into that certain Termination and Release Agreement, dated as of June 16, 2016, pursuant to which Lessor and Lessee have terminated the term of the Lease with respect to the Units set forth on Exhibit A hereto (the “Released Units”).
4. 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 with respect to the Released Units.

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 GANSS
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

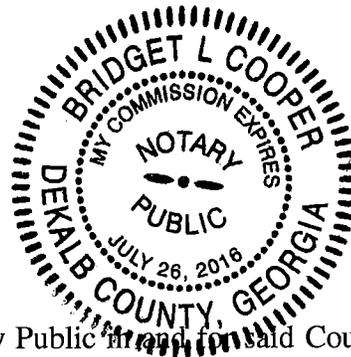
By: Tony Tramonte
Name: Tony Tramonte
Title: Manager, Fuel Services

STATE OF Georgia)
) SS:
COUNTY OF Fulton)

On this 16th day of June, 2016, before me, a Notary Public in and for said County and State, personally appeared Tony Tramonte, 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 GPC,
Headquarter

Notary Public - Bridget L. Cooper
My commission expires: 6-16-16



COMMONWEALTH OF MASSACHUSETTS)
) SS:
COUNTY OF _____)

On this ____ day of June, 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 June, 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 16TH day of June, 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.

Notary Public
My commission expires: 8-20-2021

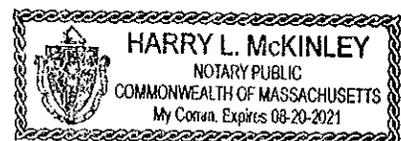


EXHIBIT A
TO MEMORANDUM OF TERMINATION OF LEASE

DESCRIPTION OF UNITS

131 coal hopper railcars, marked and numbered as follows:

Mark	Car #	Mark	Car #	Mark	Car #
RWSX	93005	RWSX	93138	RWSX	93258
RWSX	93008	RWSX	93141	RWSX	93264
RWSX	93011	RWSX	93142	RWSX	93265
RWSX	93012	RWSX	93143	RWSX	93266
RWSX	93013	RWSX	93148	RWSX	93268
RWSX	93014	RWSX	93158	RWSX	93270
RWSX	93015	RWSX	93159	RWSX	93274
RWSX	93016	RWSX	93162	RWSX	93277
RWSX	93020	RWSX	93163	RWSX	93279
RWSX	93022	RWSX	93164	RWSX	93283
RWSX	93023	RWSX	93165	RWSX	93285
RWSX	93029	RWSX	93168	RWSX	93286
RWSX	93032	RWSX	93171	RWSX	93287
RWSX	93033	RWSX	93177	RWSX	93289
RWSX	93034	RWSX	93180	RWSX	93292
RWSX	93036	RWSX	93181	RWSX	93293
RWSX	93038	RWSX	93185	RWSX	93294
RWSX	93043	RWSX	93186	RWSX	93297
RWSX	93050	RWSX	93192	RWSX	93298
RWSX	93057	RWSX	93196	RWSX	93299
RWSX	93060	RWSX	93198	RWSX	93302
RWSX	93061	RWSX	93200	RWSX	93304
RWSX	93065	RWSX	93203	RWSX	93306
RWSX	93066	RWSX	93204	RWSX	93307
RWSX	93067	RWSX	93208	RWSX	93310
RWSX	93069	RWSX	93210	RWSX	93311
RWSX	93071	RWSX	93213	RWSX	93312
RWSX	93072	RWSX	93215	RWSX	93317
RWSX	93074	RWSX	93217	RWSX	93318
RWSX	93077	RWSX	93220	RWSX	93324
RWSX	93081	RWSX	93223	RWSX	93325
RWSX	93083	RWSX	93227	RWSX	93327
RWSX	93086	RWSX	93234	RWSX	93328
RWSX	93090	RWSX	93235	RWSX	93329
RWSX	93102	RWSX	93238	RWSX	93330

RWSX	93104	RWSX	93239	RWSX	93331
RWSX	93105	RWSX	93242	RWSX	93334
RWSX	93106	RWSX	93243	RWSX	93337
RWSX	93110	RWSX	93244	RWSX	93339
RWSX	93111	RWSX	93245	RWSX	93341
RWSX	93112	RWSX	93248	RWSX	93342
RWSX	93120	RWSX	93252	RWSX	93343
RWSX	93130	RWSX	93253	RWSX	93346
RWSX	93131	RWSX	93256		