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

December 9, 2014

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

Dear Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Renewal, dated as of December 5, 2014, 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 Commission under Recordation Number 22692.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, National  
Association (as successor in interest to First  
Security Bank, National Association)  
79 South Main Street  
Salt Lake City, UT 84111

Lessee: Oglethorpe Power Corporation  
2100 East Exchange Place  
Tucker Georgia 30085

Chief  
Section of Administration  
December 9, 2014  
Page 2

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

287 railcars: RWSX 97211 – RWSX 97233 and within the following series: RWSX 93347 – RWSX 93461, RWSX 94001 – RWSX 94116, RWSX 97211 – RWSX 97233 and HBWX 96323 – HBWX 96392 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Renewal.

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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE RENEWAL**

THIS MEMORANDUM OF LEASE RENEWAL dated December 5, 2014, is made by and between OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP CORPORATION) ("Lessee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (as successor in interest to First Security Bank, National Association), not in its individual capacity, but solely as Owner Trustee ("Lessor").

**WITNESSETH**

1. Lessor and Lessee are parties to that certain Equipment Lease Agreement, dated as of December 29, 1999, as supplemented by that certain Lease Supplement No. 1A, dated as of December 29, 1999 ("Supplement 1A") (as further supplemented and/or amended from time to time, the "Equipment Lease Agreement"), pursuant to which Lessee leased from Lessor railcars described on Exhibit A attached hereto (the "Railroad Equipment").

2. A Memorandum of Equipment Lease Agreement, Lease Supplement No. 1A and Lease Supplement No. 1B was duly filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11303 on December 30, 1999 at 11:51 a.m. under Recordation Number 22692.

3. Pursuant to a Equipment Lease Agreement Renewal, dated as of December 5, 2014, (the "Renewal Agreement"), Lessor has agreed to continue to lease to Lessee, and the Lessee has agreed to continue to lease from Lessor the Railroad Equipment.

4. The Memorandum of Lease Renewal shall be effective as of the date first set forth hereinabove and the Railroad Equipment shall be subject to the Equipment Lease Agreement, as amended by the Renewal Agreement.

5. This Memorandum of Lease Renewal may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as Owner Trustee

By: MA  
Name: Michael Arsenault  
Title: Vice President

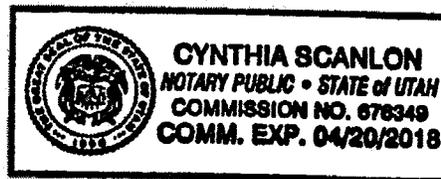
STATE OF Utah

COUNTY OF Salt Lake

On this 5<sup>th</sup> day of December, 2014 before me personally appeared Michael Arsenault, to me personally known, who being by me duly sworn, says that he/she is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

Cynthia Scanlon  
NOTARY PUBLIC

My commission expires: 04/20/2018



IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

OGLETHORPE POWER CORPORATION  
(AN ELECTRIC MEMBERSHIP CORPORATION)

By: *Anne F. Appleby*  
Name: Anne F. Appleby  
Title: Vice President, Treasurer

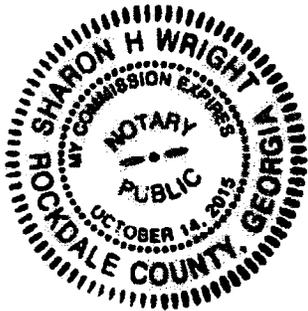
STATE OF GA

COUNTY OF DEKALB

On this 5<sup>th</sup> day of December 2014 before me personally appeared Anne F. Appleby, to me personally known, who being by me duly sworn, says that he/she is the Vice Pres. Treasurer of OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP CORPORATION) and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

*Sharon H. Wright*  
NOTARY PUBLIC

My commission expires:



**EXHIBIT A**

<b>Number</b>	<b>Type of</b>	<b>Manufacturer</b>	<b>Reporting</b>
106	1993 RWSX Cars	Trinity Industries, Inc.	RWSX 93347 to RWSX 93461, inclusive, except  93354, 93365, 93366, 93380, 93403 93411, 93415, 93455, and 93460
93	1994 RWSX Cars	Trinity Industries, Inc.	RWSX 94001 to RWSX 94116, inclusive, except  94010, 94028, 94029, 94030, 94040 94047, 94057, 94059, 94061, 94062, 94063, 94065, 94071, 94072, 94073, 94075, 94076, 94095, 94096, 94098, 94100, 94108 and 94111
23	1997 RWSX Cars	Thrall Car Manufacturing Company	RWSX 97211 to RWSX 97233, inclusive
65	1996 HBWX Cars	Thrall Car Manufacturing Company	HBWX 96323 to HBWX 96392, inclusive, except  96345, 96361, 96363, 96373 and 96374

**Total:**  
**287**

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: 12/9/14

Edward M Luria  
Edward M. Luria