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

June 30, 2015

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 June 30, 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 Commission and the Board under Recordation Number 18180.

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

Trustee: U.S. Bank National Association
225 Franklin Street
Boston, MA 02110

Lessee: Georgia Power Company
241 Ralph McGill Boulevard NE
Atlanta, GA 30308

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

316 coal hopper railcars within the series RWSX 93001 – RWSX 93346 as set forth in the attachment to the document.

Chief
Section of Administration
June 30, 2015
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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 as of June 30, 2015, is made by and between GEORGIA POWER COMPANY ("Lessee"), and U.S. BANK NATIONAL ASSOCIATION as Trustee ("Lessor").

WITNESSETH

1. Pursuant to a Lease of Railroad Equipment dated as of March 1, 1993 (the "Equipment Lease") between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity but solely as Trustee under the Trust Agreement, as Lessor and Georgia Power Company, as Lessee, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor 346 coal hopper railcars, including the 316 coal hopper railcars set forth on Exhibit A attached hereto and the 10 Trinity Industries built fabricated carsets (the 316 coal hopper railcars and the ten carsets are hereafter referred to herein as the "Railroad Equipment"). All capitalized terms not otherwise defined in this Memorandum of Lease Renewal shall have the respective meanings ascribed to such terms under the Equipment Lease.

2. Pursuant to a FMV Renewal Rent Letter Agreement, dated as of June 30, 2015, (the "Renewal Agreement"), Lessor had agreed to continue to lease to Lessee, and the Lessee had agreed to lease from Lessor the Railroad Equipment, but not the other coal hopper cars formerly under lease.

3. The Memorandum of Lease Renewal shall be effective as of July 1, 2015 and the Railroad Equipment shall be subject to the lease terms and remaining terms as set forth in the Renewal Agreement.

4. 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:

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Trustee

By: Todd R. DiNezza
Name: Todd R. DiNezza
Title: Assistant Vice President

COMMONWEALTH OF MASSACHUSETTS :

: ss

COUNTY OF SUFFOLK :

On this 30th day of June, 2015 before me personally appeared Todd R. DiNezza, to me personally known, who being by me duly sworn, says that he/she is the Asst. Vice President of U.S. BANK 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.

[Signature]
NOTARY PUBLIC

My commission expires:

May 15, 2020

Exhibit A

316 coal hopper railcars

RWSX93001	RWSX93047	RWSX93089	RWSX93132
RWSX93003	RWSX93048	RWSX93090	RWSX93134
RWSX93004	RWSX93050	RWSX93091	RWSX93136
RWSX93005	RWSX93051	RWSX93093	RWSX93137
RWSX93006	RWSX93052	RWSX93094	RWSX93138
RWSX93007	RWSX93053	RWSX93095	RWSX93139
RWSX93008	RWSX93054	RWSX93098	RWSX93140
RWSX93009	RWSX93055	RWSX93099	RWSX93141
RWSX93011	RWSX93056	RWSX93100	RWSX93142
RWSX93012	RWSX93057	RWSX93101	RWSX93143
RWSX93013	RWSX93059	RWSX93102	RWSX93145
RWSX93014	RWSX93060	RWSX93103	RWSX93146
RWSX93015	RWSX93061	RWSX93104	RWSX93147
RWSX93016	RWSX93062	RWSX93105	RWSX93148
RWSX93017	RWSX93063	RWSX93106	RWSX93149
RWSX93018	RWSX93064	RWSX93107	RWSX93150
RWSX93019	RWSX93065	RWSX93108	RWSX93151
RWSX93020	RWSX93066	RWSX93109	RWSX93152
RWSX93022	RWSX93067	RWSX93110	RWSX93154
RWSX93023	RWSX93068	RWSX93111	RWSX93155
RWSX93025	RWSX93069	RWSX93112	RWSX93156
RWSX93026	RWSX93070	RWSX93113	RWSX93158
RWSX93027	RWSX93071	RWSX93114	RWSX93159
RWSX93028	RWSX93072	RWSX93115	RWSX93160
RWSX93029	RWSX93073	RWSX93117	RWSX93161
RWSX93030	RWSX93074	RWSX93118	RWSX93162
RWSX93031	RWSX93075	RWSX93119	RWSX93163
RWSX93032	RWSX93076	RWSX93120	RWSX93164
RWSX93033	RWSX93077	RWSX93121	RWSX93165
RWSX93034	RWSX93078	RWSX93122	RWSX93166
RWSX93035	RWSX93079	RWSX93123	RWSX93167
RWSX93036	RWSX93081	RWSX93124	RWSX93168
RWSX93037	RWSX93082	RWSX93125	RWSX93169
RWSX93038	RWSX93083	RWSX93126	RWSX93170
RWSX93039	RWSX93084	RWSX93127	RWSX93171
RWSX93041	RWSX93085	RWSX93128	RWSX93172
RWSX93042	RWSX93086	RWSX93129	RWSX93175
RWSX93043	RWSX93087	RWSX93130	RWSX93176
RWSX93045	RWSX93088	RWSX93131	RWSX93177

RWSX93178	RWSX93220	RWSX93261	RWSX93306
RWSX93179	RWSX93221	RWSX93262	RWSX93307
RWSX93180	RWSX93222	RWSX93263	RWSX93308
RWSX93181	RWSX93223	RWSX93264	RWSX93309
RWSX93182	RWSX93224	RWSX93265	RWSX93310
RWSX93183	RWSX93225	RWSX93266	RWSX93311
RWSX93184	RWSX93227	RWSX93268	RWSX93312
RWSX93185	RWSX93228	RWSX93269	RWSX93313
RWSX93186	RWSX93229	RWSX93270	RWSX93314
RWSX93187	RWSX93230	RWSX93271	RWSX93315
RWSX93189	RWSX93231	RWSX93273	RWSX93316
RWSX93190	RWSX93232	RWSX93274	RWSX93317
RWSX93191	RWSX93233	RWSX93275	RWSX93318
RWSX93192	RWSX93234	RWSX93276	RWSX93319
RWSX93193	RWSX93235	RWSX93277	RWSX93320
RWSX93194	RWSX93236	RWSX93279	RWSX93321
RWSX93195	RWSX93237	RWSX93280	RWSX93322
RWSX93196	RWSX93238	RWSX93281	RWSX93323
RWSX93197	RWSX93239	RWSX93282	RWSX93324
RWSX93198	RWSX93240	RWSX93283	RWSX93325
RWSX93199	RWSX93241	RWSX93284	RWSX93326
RWSX93200	RWSX93242	RWSX93285	RWSX93327
RWSX93201	RWSX93243	RWSX93286	RWSX93328
RWSX93202	RWSX93244	RWSX93287	RWSX93329
RWSX93203	RWSX93245	RWSX93288	RWSX93330
RWSX93204	RWSX93246	RWSX93289	RWSX93331
RWSX93205	RWSX93247	RWSX93291	RWSX93332
RWSX93206	RWSX93248	RWSX93292	RWSX93333
RWSX93208	RWSX93249	RWSX93293	RWSX93334
RWSX93209	RWSX93250	RWSX93294	RWSX93335
RWSX93210	RWSX93251	RWSX93295	RWSX93337
RWSX93211	RWSX93252	RWSX93296	RWSX93338
RWSX93212	RWSX93253	RWSX93297	RWSX93339
RWSX93213	RWSX93254	RWSX93298	RWSX93340
RWSX93214	RWSX93255	RWSX93299	RWSX93341
RWSX93215	RWSX93256	RWSX93301	RWSX93342
RWSX93216	RWSX93257	RWSX93302	RWSX93343
RWSX93217	RWSX93258	RWSX93303	RWSX93344
RWSX93218	RWSX93259	RWSX93304	RWSX93345
RWSX93219	RWSX93260	RWSX93305	RWSX93346

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: June 30, 2015

Edward M. Luria

Edward M. Luria