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

June 30, 2014

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 a Memorandum of Full Termination of Lease, dated as of June 30, 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 Board under Recordation Numbers 20701-C, 20701-D and 20701-E.

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

Lessor: MHC B (USA) Leasing & Finance Corporation
1251 Avenue of the Americas
New York, NY 10020

[Lessee: Georgia Power Company
c/o Southern Company Services Inc
270 Peachtree Street NW Suite 2000
Atlanta GA 30303]

Section Chief
June 30, 2014
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A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the lease documents filed under Recordation Numbers 20701-C, 20701-D and 20701-E are TERMINATED.

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

Memorandum of Full Termination of Lease.

Also enclosed is a check in the amount of \$44.00 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 black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF FULL TERMINATION OF LEASE

MHCB (USA) LEASING & FINANCE CORPORATION, having its principal place of business located at 1251 Avenue of the Americas, New York, New York 10020 (the "Lessor") filed with the Surface Transportation Board (the "STB") (i) that certain Amended and Restated Equipment Leasing Agreement, dated as of June 30, 2004 (the "Amended and Restated Equipment Leasing Agreement"), between the Lessor and Georgia Power Company, as lessee, having its chief executive office at c/o Southern Company Services, Inc., 270 Peachtree Street, N.W., Suite 2000, Atlanta, Georgia 30303 (the "Lessee"), as Recordation No. 20701-C, on June 30, 2004 at 4:49 p.m., (ii) that certain Lease Supplement, dated as of June 30, 2004, relating to the Amended and Restated Equipment Leasing Agreement, between the Lessor and the Lessee as Recordation No. 20701-D, on June 30, 2004 at 4:52 p.m. and (iii) that certain Memorandum of Lease Renewal, dated as of June 30, 2011, between the Lessor and the Lessee as Recordation No. 20701-E, on July 7, 2011 at 1:30 p.m. (collectively, the "Lease").

The duties and obligations of the parties to the Lease have been satisfied and discharged. The term of the said Lease has run, has not been renewed, and has therefore expired. Wherefore, this filing hereby fully terminates of record the Lease.

Dated as of June 30, 2014

**MHCB (USA) LEASING & FINANCE
CORPORATION**

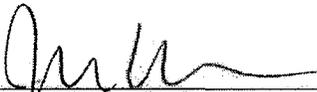
By: 
Name: _____
Title: **VICTOR MORA
PRESIDENT**

STATE OF New York)
) ss:
COUNTY OF New York)

On this 30 day of June, 2014, personally came before me,
Victor Mond who, being by me duly sworn, says (s)he is
President of MHC B (USA) Leasing & Finance Corporation and that
said writing was signed on the date hereof by him/her on behalf of said company by its authority
duly given. And the said President acknowledged the said writing to
be the act and deed of said company.

Witness my hand and notarial seal this 30 day of June, 2014.

SEAL



Notary Public
My Commission Expires: 1/17/16

VALERIE KOVACS
Notary Public, State of New York
No. 02KO6254549
Qualified in New York County
Commission Expires January 17, 20 16

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: 7/1/14

Edward M Luria
Edward M. Luria