

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

August 19, 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 Lease Agreement, dated as of August 19, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Progress Rail Leasing Corporation
 1600 Progress Drive
 Albertville, AL 35950

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

Chief
Section of Administration
August 19, 2014
Page 2

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

36 railcars: ACEX 4192 – ACEX 4218 and ACEX 4220 – ACEX 4228.

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

Memorandum of Lease Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
PROGRESS RAIL LEASING CORPORATION
("LESSOR")
AND
GEORGIA POWER COMPANY
("LESSEE")

DATED: August 19, 2014

This Memorandum of Lease is made and entered into as of August 19, 2014 by and between **PROGRESS RAIL LEASING CORPORATION**, a Delaware corporation, ("Lessor") and **GEORGIA POWER COMPANY**, a Georgia corporation ("Lessee").

WITNESSETH:

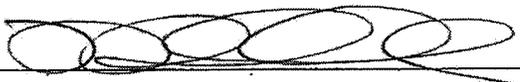
Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the railcars bearing marks and numbers as described on Attachment 1 hereto pursuant to a Schedule PR-2 to lease agreement between the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written. This filing is made for informational purposes only.

[Signatures Follow]

LESSOR:

PROGRESS RAIL LEASING CORPORATION

By: 
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

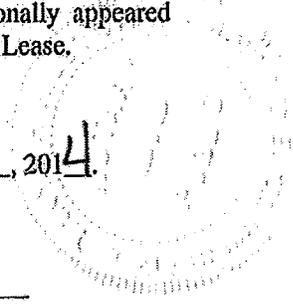
I, Tanya P. Killgore a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, its Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 19 day of August, 2014.

Tanya P. Killgore

Notary Public

My commission expires: 9-1-2015





LESSEE:

GEORGIA POWER COMPANY

By: _____

Name: John Pemberton

Its: SVP/SB

STATE OF Georgia

COUNTY OF DeKalb

I, Tracy Kitchens, a Notary Public of the County and State aforesaid, certify that John Pemberton, as SVP/SB of GEORGIA POWER COMPANY personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 15 day of August 2014.

Tracy D. Kitchens

Notary Public

TRACY D. KITCHENS
Notary Public, DeKalb County, GA
My commission expires: My Commission Expires February 24, 2018

(KP)

ATTACHMENT 1 TO
MEMORANDUM OF LEASE
DATED August 19, 2014
BY AND BETWEEN PROGRESS RAIL LEASING CORPORATION
AND
GEORGIA POWER COMPANY

Cars

EXHIBIT A

Car Marks and Numbers

	Prior Marks		Current Marks	
	ACEX		RWSX	
1	ACEX	4192	RWSX	901210
2	ACEX	4193	RWSX	901211
3	ACEX	4194	RWSX	901212
4	ACEX	4195	RWSX	901213
5	ACEX	4196	RWSX	901214
6	ACEX	4197	RWSX	901215
7	ACEX	4198	RWSX	901216
8	ACEX	4199	RWSX	901217
9	ACEX	4200	RWSX	901218
10	ACEX	4201	RWSX	901219
11	ACEX	4202	RWSX	901220
12	ACEX	4203	RWSX	901221
13	ACEX	4204	RWSX	901222
14	ACEX	4205	RWSX	901223
15	ACEX	4206	RWSX	901224
16	ACEX	4207	RWSX	901225
17	ACEX	4208	RWSX	901226
18	ACEX	4209	RWSX	901227
19	ACEX	4210	RWSX	901228
20	ACEX	4211	RWSX	901229
21	ACEX	4212	RWSX	901230
22	ACEX	4213	RWSX	901231

23	ACEX	4214	RWSX	901232
24	ACEX	4215	RWSX	901233
25	ACEX	4216	RWSX	901234
26	ACEX	4217	RWSX	901235
27	ACEX	4218	RWSX	901236
28	ACEX	4220	RWSX	901237
29	ACEX	4221	RWSX	901238
30	ACEX	4222	RWSX	901239
31	ACEX	4223	RWSX	901240
32	ACEX	4224	RWSX	901241
33	ACEX	4225	RWSX	901242
34	ACEX	4226	RWSX	901243
35	ACEX	4227	RWSX	901244
36	ACEX	4228	RWSX	901245

[End of Attachment 1]



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:

8/19/14

Edward M Luria

Edward M. Luria