

RECORDATION NO. 31198 FILED  
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SURFACE TRANSPORTATION BOARD

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ROBERT W. ALVORD (2011)

May 8, 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 April 25, 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  
May 8, 2014  
Page 2

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

110 railcars within the series RWSX 900972 – RWSX 901209 as set forth in the attachment to the document.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**PROGRESS RAIL LEASING CORPORATION**

**("LESSOR")**

**AND**

**GEORGIA POWER COMPANY**

**("LESSEE")**

**DATED:** April 25, 2014

This Memorandum of Lease is made and entered into as of April 25, 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-1 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:**

Memorandum of Lease

(KR)

PROGRESS RAIL LEASING CORPORATION

By: 

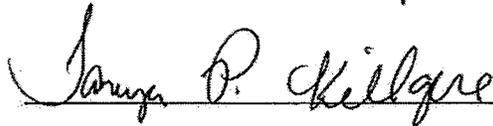
J. Duane Cantrell, its Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

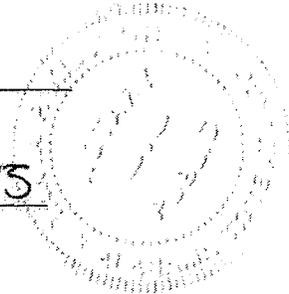
I, Tanya P. Killgore a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 25<sup>th</sup> day of April, 2014.



Notary Public

My commission expires: 9-1-2015



Memorandum of Lease



LESSEE:

GEORGIA POWER COMPANY

By: \_\_\_\_\_

Name: John Pemberton

Its: Senior Production Officer

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, Tracy D. Kitchens Notary Public of the County and State aforesaid, certify that \_\_\_\_\_, as \_\_\_\_\_ 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 25<sup>th</sup> day of April, 2014.

Tracy D. Kitchens

Notary Public

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

Memorandum of Lease

(TK)

ATTACHMENT 1 TO  
MEMORANDUM OF LEASE

DATED \_\_\_\_\_

BY AND BETWEEN PROGRESS RAIL LEASING CORPORATION

AND

GEORGIA POWER COMPANY

Cars

EXHIBIT A

Car Marks and Numbers

1	RWSX	900972	30	RWSX	901046	59	RWSX	901109
2	RWSX	900974	31	RWSX	901047	60	RWSX	901118
3	RWSX	900979	32	RWSX	901048	61	RWSX	901119
4	RWSX	900980	33	RWSX	901049	62	RWSX	901121
5	RWSX	900981	34	RWSX	901053	63	RWSX	901122
6	RWSX	900983	35	RWSX	901054	64	RWSX	901125
7	RWSX	900986	36	RWSX	901060	65	RWSX	901128
8	RWSX	900989	37	RWSX	901063	66	RWSX	901130
9	RWSX	900992	38	RWSX	901064	67	RWSX	901133
10	RWSX	900993	39	RWSX	901065	68	RWSX	901137
11	RWSX	900995	40	RWSX	901067	69	RWSX	901138
12	RWSX	900998	41	RWSX	901069	70	RWSX	901139
13	RWSX	901001	42	RWSX	901070	71	RWSX	901140
14	RWSX	901003	43	RWSX	901072	72	RWSX	901141
15	RWSX	901011	44	RWSX	901073	73	RWSX	901142
16	RWSX	901012	45	RWSX	901076	74	RWSX	901143
17	RWSX	901016	46	RWSX	901077	75	RWSX	901146
18	RWSX	901019	47	RWSX	901078	76	RWSX	901149
19	RWSX	901022	48	RWSX	901081	77	RWSX	901150
20	RWSX	901023	49	RWSX	901083	78	RWSX	901151
21	RWSX	901026	50	RWSX	901086	79	RWSX	901152
22	RWSX	901027	51	RWSX	901088	80	RWSX	901154
23	RWSX	901028	52	RWSX	901090	81	RWSX	901155
24	RWSX	901032	53	RWSX	901091	82	RWSX	901156
25	RWSX	901033	54	RWSX	901094	83	RWSX	901157
26	RWSX	901034	55	RWSX	901098	84	RWSX	901158
27	RWSX	901035	56	RWSX	901099	85	RWSX	901159
28	RWSX	901042	57	RWSX	901101	86	RWSX	901160
29	RWSX	901043	58	RWSX	901105	87	RWSX	901161

Memorandum of Lease



88 RWSX 901163  
89 RWSX 901164  
90 RWSX 901165  
91 RWSX 901166  
92 RWSX 901167  
93 RWSX 901171  
94 RWSX 901172  
95 RWSX 901175

96 RWSX 901177  
97 RWSX 901178  
98 RWSX 901183  
99 RWSX 901184  
100 RWSX 901186  
101 RWSX 901188  
102 RWSX 901189  
103 RWSX 901190

104 RWSX 901191  
105 RWSX 901196  
106 RWSX 901199  
107 RWSX 901208  
108 RWSX 901209  
109 RWSX 900988  
110 RWSX 900996

[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: 5/8/14

Edward M Luria  
Edward M. Luria