

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

RECORDATION NO. 22549

FILED

1300 I STREET, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
www.troutmansanders.com
TELEPHONE: 202-274-2950

NOV 24 '99

4-15 PM

David C. Reeves
david.reeves@troutmansanders.com

Direct Dial: 202-274-2932
Fax: 202-274-2917

November 24, 1999

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 704
Washington, D.C. 20423

22549-A

22549-B ←

22549-C

RE: Railcar File No. _____
Coal Hoppers Operated by Georgia Power Company.

Dear Secretary Williams:

I am enclosing herewith an original and four duplicate originals of a primary document and three related secondary documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

Primary Document: The primary document is an Equipment Leasing Agreement dated November 24, 1999.

The names and addresses of the parties to the primary document are as follows:

Lessee:

Georgia Power Company
c/o Southern Company Services, Inc.
270 Peachtree Street, N.W., Suite 2000
Atlanta, GA 30303

Lessor:

Chase Equipment Leasing
One Chase Square
Rochester, NY 14643

A description of the equipment covered by the document follows:

The Honorable Vernon A. Williams

November 24, 1999

Page 2

119-ton, steel underframe, aluminum body AAR Mechanical Designation HK hopper cars manufactured by Trinity Industries, Inc., marked with reporting mark HYWX. The individual cars covered by the lease are identified in the lease supplements filed herewith and to be filed hereafter.

Summary for the index: The primary document is an Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), of the addresses shown above, dated November 24, 1999, and covering 119-ton, steel underframe, aluminum body AAR Mechanical Designation HK hopper cars manufactured by Trinity Industries, Inc., marked with reporting mark HYWX. The individual cars covered by the lease are identified in the lease supplements filed herewith and to be filed hereafter.

Secondary Documents: There are three secondary documents also filed herewith that relate to the Equipment Leasing Agreement. They are:

1. Lease Supplement No. 1, relating to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), of the addresses shown above, dated November 24, 1999, and covering HYWX 99000 through 99099 (inclusive), manufacturer's serial numbers 812249 through 812348 (inclusive).

Summary for the index: The secondary document is Lease Supplement No. 1 to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), dated November 24, 1999, and covering 119-ton, steel underframe, aluminum body AAR Mechanical Designation HK hopper cars manufactured by Trinity Industries, Inc., and covering HYWX 99000 through 99099 (inclusive), manufacturer's serial numbers 812249 through 812348 (inclusive).

2. Lease Supplement No. 2, relating to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), of the addresses shown above, dated November 24, 1999, and covering HYWX 99100 through 99199 (inclusive), manufacturer's serial numbers 812349 through 812448 (inclusive).

Summary for the index: The secondary document is Lease Supplement No. 2 to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), dated November 24, 1999, and covering 119-ton, steel underframe, aluminum body AAR Mechanical Designation HK hopper cars

The Honorable Vernon A. Williams

November 24, 1999

Page 3

manufactured by Trinity Industries, Inc., and covering HYWX 99100 through 99199 (inclusive), manufacturer's serial numbers 812349 through 812448 (inclusive).

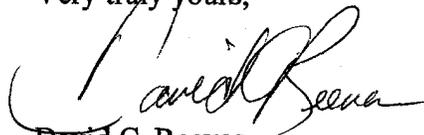
3. Lease Supplement No. 3, relating to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), of the addresses shown above, dated November 24, 1999, and covering HYWX 99200 through 99299 (inclusive), manufacturer's serial numbers 812449 through 812548 (inclusive).

Summary for the index: The secondary document is Lease Supplement No. 3 to the Equipment Leasing Agreement between Chase Equipment Leasing, Inc., ("Lessor") and Georgia Power Company ("Lessee"), dated November 24, 1999, and covering 119-ton, steel underframe, aluminum body AAR Mechanical Designation HK hopper cars manufactured by Trinity Industries, Inc., and covering HYWX 99200 through 99299 (inclusive), manufacturer's serial numbers 812449 through 812548 (inclusive).

The names and addresses of the parties to each of the two foregoing secondary documents are the same as the parties to the primary document.

Enclosed please find a check for these four filings in the amount of \$104.00. Please return all enclosed documents not needed by the Board for recordation to the person delivering the filing.

Very truly yours,



David C. Reeves
Attorney for Georgia Power Company

LEASE SUPPLEMENT NO. 2

(This is counterpart no. 5 of five serially numbered manually executed counterparts)

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions, of, the Equipment Leasing Agreement dated as of November 24, 1999 between the undersigned as Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease").

Lessee hereby (a) acknowledges and certifies that (i) each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, (ii) Lessee has reviewed and approved the purchase order, supply contract or purchase agreement covering each such Item, and (iii) that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for and is in good working order, repair and condition; and (b) unconditionally and irrevocably accepts each such Item for lease under the Lease of the date hereof.

Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term with respect to each such Item commences on the date hereof and that such date is the "Acceptance Date" thereof; and that Acquisition Cost for all Items of Equipment covered by this Lease Supplement is as set forth below.

Lessee hereby agrees to pay the Basic Rent for all Items of Equipment covered by this Lease Supplement in the amounts and at the times specified in the Lease, reaffirms its acknowledgments and agreements in Section 8 of the Lease and certifies that its representations and warranties set forth in Section 21 of the Lease and in any related certificate delivered to Lessor are true and correct on the date hereof.

All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Items of Equipment covered by this Lease Supplement:

Trinity Industries, Inc. 119 Ton, Aluminum Body - Steel Underframe Mechanized Rapid Discharge V Coal Car

2. Quantity:

100

3. A.A.R. Mechanical Designation:

AAR Mechanical Designation - **HK**

AAR Car Type Code - **H330**

4. Reporting Marks and Car Nos.:

As set forth on Schedule II hereto.

5. Acquisition Cost for each Item of Equipment:

As set forth on Schedule II hereto.

6. Acceptance Date/Basic Term Commencement Date: November 24, 1999

7. Basic Term: 10 years and 39 days commencing on the Basic Term Commencement Date.

8. Renewal Term: 5 or 10 years, at Lessee's option.

9. Certain Values:

<u>Expiration of:</u>	Estimated Residual Value <u>Percentage:</u> *	Maximum Lessee Risk <u>Percentage:</u> *	Maximum Lessor Risk <u>Percentage:</u> *
Basic Term	78.5%	56.5%	22%
Renewal Term 1 (if any)	TBD	TBD	TBD

* Expressed as a percentage of the Acquisition Cost of each Item of Equipment

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be duly executed by their duly authorized representatives as of this 24th day of November, 1999.

Attest:
(Lessee)

Janice A. Weefe
(Corporate Seal)

Lessee:

GEORGIA POWER COMPANY

By CS Rawlin
Name: Charles O. Rawlins
Title: Assistant Treasurer

Attest:
(Lessor)

(Corporate Seal)

Lessor:

CHASE EQUIPMENT LEASING, INC.

By _____
Name:
Title:

THIS IS COUNTERPART NO. 5 OF FIVE (5) SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF GEORGIA)
) SS
COUNTY OF FULTON)

On this 24th day of November, 1999, before me personally appeared Charles O. Paulin in Fulton County, Georgia, to me personally known, who being by me duly sworn, says that [s]he is the Asst. Treasurer of Georgia Power Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Connie B. Keefee
Notary Public

[NOTARIAL SEAL]

My commission expires: July 20, 2002

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be duly executed by their duly authorized representatives as of this 24th day of November, 1999.

Lessee:

GEORGIA POWER COMPANY

Attest:
(Lessee)

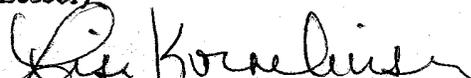
(Corporate Seal)

By _____
Name:
Title:

Lessor:

CHASE EQUIPMENT LEASING, INC.

Attest:
(Lessor)

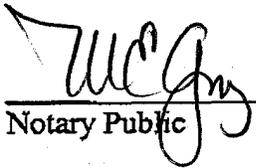

(Corporate Seal) Lisa Korneliusen

By 
Name: Thomas B. Brigham, Jr.
Title: Vice President

THIS IS COUNTERPART NO. 5 OF FIVE (5) SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF NEW YORK)
) SS
COUNTY OF MONROE)

On this 23rd day of November, 1999, before me personally appeared Thomas B. Brigham, Jr. in the County of Monroe, State of New York, to me personally known, who being by me duly sworn, says that he is ~~the~~ a Vice President of **Chase Equipment Leasing, Inc.**, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

MARGARET E. GARRITY
Notary Public, State of New York
Qualified in Monroe County
Commission Expires June 30, ~~19~~ 2000

My commission expires: _____

SCHEDULE I
TO LEASE SUPPLEMENT NO. 2

Casualty Loss Values

<u>Percentage</u>	<u>Casualty Loss Value Payment Date</u>
98.9250%	July 1, 2000
97.8500%	January 1, 2001
96.7750%	July 1, 2001
95.7000%	January 1, 2002
94.6250%	July 1, 2002
93.5500%	January 1, 2003
92.4750%	July 1, 2003
91.4000%	January 1, 2004
90.3250%	July 1, 2004
89.2500%	January 1, 2005
88.1750%	July 1, 2005
87.1000%	January 1, 2006
86.0250%	July 1, 2006
84.9500%	January 1, 2007
83.8750%	July 1, 2007
82.8000%	January 1, 2008
81.7250%	July 1, 2008
80.6500%	January 1, 2009
79.5750%	July 1, 2009
78.5000%	January 1, 2010

SCHEDULE II TO
LEASE SUPPLEMENT NO. 2

Car Number and Acquisition Cost

<u>Car Number</u>	<u>Acquisition Cost</u>
HYWX 99100 through HYWX 99199	\$62,593.8653 USD per Railcar, for a total Acquisition Cost of \$6,259,386.53 USD.

Manufacturer's Serial Nos.

812349 through 812448