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**BALL, JANIK & NOVACK**

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February 1, 1995

Louis E. Gitomer  
Direct Dial: (202)466-6532

RECORDATION NO. 9892-D FILED 1425

FEB 1 - 1995 - 3 55 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

FEB 1 3 49 PM '95

RECEIVED  
FEB 1 1995

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is Amendment No. 1 to Lease of Railroad Equipment, a secondary document, dated as of April 2, 1994. The primary document to which this document is connected is recorded under Recordation No. 9892. We request that this document be recorded under Recordation No. 9892-D.

The names and addresses of the parties to Amendment No. 1 to Lease of Railroad Equipment are as follows:

Lessor:

GATX/G.P. Leasing Corporation  
Four Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

Lessee:

Georgia Power Company  
333 Piedmont Avenue  
P.O. Box 4545  
Atlanta, GA 30302

A description of the equipment covered by the document consists of 124 3850 cu. ft. 100-ton rapid discharge open top coal hopper cars as numbered in the Attachment.

*W. Monte Parks - Judith McDonald*

BALL, JANIK & NOVACK

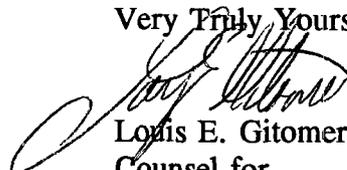
Honorable Vernon A. Williams  
February 1, 1995  
Page 2

A fee of \$21.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the document to appear in the index follows: Amendment No. 1 to Lease of Railroad Equipment, dated as of April 2, 1994, between GATX/G.P. Leasing Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Georgia Power Company, 333 Piedmont Avenue, P.O. Box 4545, Atlanta, GA 30302, covering 124 3850 cu. ft. 100-ton rapid discharge open top coal hopper cars as numbered in the Attachment.

Very Truly Yours,



Louis E. Gitomer  
Counsel for  
GATX/G.P. Leasing Corporation

Enclosure

SCHEDULE A TO AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT

GGPX 78001	GGPX 78063	GGPX 78126
GGPX 78003	GGPX 78064	GGPX 78127
GGPX 78004	GGPX 78065	GGPX 78128
GGPX 78005	GGPX 78066	GGPX 78129
GGPX 78006	GGPX 78069	GGPX 78130
GGPX 78007	GGPX 78070	GGPX 78131
GGPX 78010	GGPX 78072	GGPX 78133
GGPX 78011	GGPX 78073	GGPX 78134
GGPX 78012	GGPX 78074	GGPX 78136
GGPX 78013	GGPX 78075	GGPX 78137
GGPX 78014	GGPX 78076	GGPX 78138
GGPX 78015	GGPX 78077	GGPX 78140
GGPX 78019	GGPX 78078	GGPX 78141
GGPX 78020	GGPX 78079	GGPX 78142
GGPX 78021	GGPX 78080	GGPX 78144
GGPX 78022	GGPX 78082	GGPX 78146
GGPX 78024	GGPX 78084	GGPX 78147
GGPX 78025	GGPX 78085	GGPX 78148
GGPX 78026	GGPX 78086	GGPX 78150
GGPX 78027	GGPX 78087	
GGPX 78028	GGPX 78088	Total - 124 Cars
GGPX 78029	GGPX 78090	
GGPX 78030	GGPX 78091	
GGPX 78032	GGPX 78092	
GGPX 78033	GGPX 78093	
GGPX 78034	GGPX 78094	
GGPX 78035	GGPX 78095	
GGPX 78036	GGPX 78096	
GGPX 78037	GGPX 78097	
GGPX 78039	GGPX 78098	
GGPX 78039	GGPX 78099	
GGPX 78040	GGPX 78100	
GGPX 78041	GGPX 78101	
GGPX 78042	GGPX 78102	
GGPX 78044	GGPX 78103	
GGPX 78045	GGPX 78104	
GGPX 78046	GGPX 78105	
GGPX 78047	GGPX 78106	
GGPX 78048	GGPX 78108	
GGPX 78049	GGPX 78109	
GGPX 78050	GGPX 78110	
GGPX 78052	GGPX 78111	
GGPX 78053	GGPX 78112	
GGPX 78054	GGPX 78113	
GGPX 78055	GGPX 78114	
GGPX 78056	GGPX 78115	
GGPX 78057	GGPX 78117	
GGPX 78058	GGPX 78118	
GGPX 78050	GGPX 78119	
GGPX 78061	GGPX 78120	
GGPX 78062	GGPX 78121	
	GGPX 78122	
	GGPX 78124	
	GGPX 78125	

SCHEDULE A TO AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT

GGPX 78001  
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GGPX 78144  
GGPX 78146  
GGPX 78147  
GGPX 78148  
  
GGPX 78150

Total - 124 Cars



Interstate Commerce Commission  
Washington, D.C. 20423-0001

2/1/95

Office Of The Secretary

Louis E. Gitomer  
Ball, Janik & Novack  
1101 Pennsylvania Ave., NW., Ste. 1035  
Washington, DC 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/95 at 3:55PM, and assigned recordation number(s). 9892-D.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100512086)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 9892-D FILED 1425  
FEB 1 - 1995 - 3 55 PM  
OFFICE COMMISSION

## AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT

This Amendment No. 1 to Lease of Railroad Equipment ("this Amendment"), is dated as of April 2, 1994, by and between GEORGIA POWER COMPANY ("Lessee"), as lessee, and GATX/G.P. LEASING CORPORATION ("Lessor"), as lessor.

### RECITALS

WHEREAS, Lessee and Lessor entered into that certain Lease of Railroad Equipment dated as of November 17, 1978 (the "Lease") which expired on April 1, 1994; and

WHEREAS, Lessee desires to extend the term of the Lease as to 124,3850 cu.ft. 100-ton "rapid discharge" open top coal hopper cars as more specifically described on Schedule A hereto, (individually, a "Unit" and together, the "Units"); and

WHEREAS, Lessee and Lessor now desire to amend the Lease to extend the term of the Lease and as otherwise provided in this Amendment.

NOW, THEREFORE, Lessee and Lessor agree to amend the Lease in accordance with the following terms and conditions:

1. Definitions. Unless otherwise set forth herein, capitalized terms used herein shall have the same meanings given thereto in the Lease.
2. Term. Section 4.1 of the Lease is hereby amended to extend the Lease term for an additional three year period, commencing on April 2, 1994 and continuing through April 1, 1997, (the "Extended Term").
3. Rentals. Section 3.1 of the Lease is hereby amended to provide that Lessee shall continue to pay to Lessor a rent in the amount of \$340.24 per Unit per month (\$2,041.44 semi-annually per Unit) for the Extended Term. Each rental payment shall be in the amount of \$253,138.56 payable semiannually in arrears on each April 1 and October 1 during the Extended Term commencing on October 1, 1994 with the final payment due on April 1, 1997.
4. Casualty Values. Lessee and Lessor confirm that during the Extended Term, the Casualty Value of each Unit shall remain at 32.50 percentage of the original purchase price of such Unit.
5. Insurance. Lessor and Lessee agree that insurance carried by Lessee pursuant to Section 7.7 of the Lease need not reference Vendor as additional named insured.



IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

Lessor:

GATX/G.P. LEASING CORPORATION

By: Thomas C. Koch

Its: \_\_\_\_\_

Lessee:

GEORGIA POWER COMPANY

By: ML Boyer

Its: V.P. Power Generation

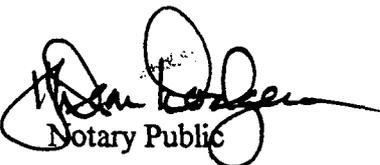


GEORGIA POWER COMPANY

State of GEORGIA )  
 )  
County of COBB )

On JAN. 26, 1995 before me, H. DEAN DOGGEN, Notary Public, personally appeared R.L. BOYER, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

  
Notary Public

Notary Public, Cobb County, Georgia  
My Commission Expires March 11, 1998

SCHEDULE A TO AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT

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GGPX 78062	GGPX 78121	
	GGPX 78122	
	GGPX 78124	
	GGPX 78125	

Total - 124 Cars

BALL, JANIK & NOVACK

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Amendment No. 1 to Lease of Railroad Equipment dated as of April 2, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

  
\_\_\_\_\_  
Louis E. Gitomer  
February 1, 1995