

TROUTMAN SANDERS LLP

A T T O R N E Y S A T L A W
A LIMITED LIABILITY PARTNERSHIP

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June 30, 2004

RECORDATION NO. 22798-E FILED

JUN 30 '04

4-36 PM

VIA HAND DELIVERY

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

SURFACE TRANSPORTATION BOARD

RE: Rail Recordation No. 22798-____
Termination of Equipment Leasing Agreement

Dear Secretary Williams:

I am enclosing herewith an original and one verified copy of a secondary document, the Memorandum of Full Termination of Lease dated as of June 30, 2004 ("Memorandum"), to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. Also enclosed is an additional copy of the Memorandum to be stamped and returned to the person delivering this filing. A description of the equipment covered by the Memorandum follows hereafter.

The Memorandum relates to the Equipment Leasing Agreement dated February 29, 2000, between Chase Equipment Leasing, Inc. ("Lessor") and Georgia Power Company ("Lessee"), which was previously filed with the Board under Recordation No. 22798, as supplemented by the Lease Supplement No. 1 (Recordation No. 22798-A), Lease Supplement No. 2 (Recordation No. 22798-B), Lease Supplement No. 3 (Recordation No. 22798-C), and Lease Supplement No. 4 (Recordation No. 22798-D).

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TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

The Honorable Vernon A. Williams
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The names and addresses of the parties to the enclosed Memorandum are:

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 this Memorandum is as follows:

699 coal cars with 4,400 cubic foot capacity, non-rotary aluminum, AAR Mechanical Designation HTS, AAR Car Type Code K341, manufactured by Johnstown America Corporation, marked with reporting mark HYWX 2001 through 2700 (inclusive), excluding car no. HYWX 2414, which was destroyed.

Summary for the index: Notice of Lease Termination.

Enclosed please find a check for this filing in the amount of \$30.00. Please return all enclosed documents not needed by the Board for recordation to the person delivering this filing.

Sincerely yours,

Sandra L. Brown (VBB)
Sandra L. Brown
Virginia Brunelli Balestrieri
Attorneys for Georgia Power Company

Enclosure

JUN 30 '04

4-36P

MEMORANDUM OF FULL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

J.P. MORGAN LEASING INC. (formerly CHASE EQUIPMENT LEASING, INC.), having its chief executive office at One Chase Square, Rochester, New York 14643 (the "Lessor") filed (i) that certain Equipment Leasing Agreement, dated as of February 29, 2000 (the "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"), with the Surface Transportation Board (the "STB"), Recordation No. 22798, on March 1, 2000 at 3:06 p.m., (ii) that certain Lease Supplement No. 1, dated as of February 29, 2000 ("Lease Supplement No. 1"), relating to the Equipment Leasing Agreement, between the Lessor and the Lessee, with the STB, Recordation No. 22798-A, on March 1, 2000 at 3:10 p.m., (iii) that certain Lease Supplement No. 2, dated as of February 29, 2000 ("Lease Supplement No. 2"), relating to the Equipment Leasing Agreement, between the Lessor and the Lessee, with the STB, Recordation No. 22798-B, on March 1, 2000 at 3:14 p.m., (iv) that certain Lease Supplement No. 3, dated as of February 29, 2000 ("Lease Supplement No. 3"), relating to the Equipment Leasing Agreement, between the Lessor and the Lessee, with the STB, Recordation No. 22798-C, on March 1, 2000 at 3:16 p.m., and (v) that certain Lease Supplement No. 4, dated as of February 29, 2000 ("Lease Supplement No. 4", together with the Equipment Leasing Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3, collectively, the "Lease"), relating to the Equipment Leasing Agreement, between the Lessor and the Lessee, with the STB, Recordation No. 22798-D, on March 1, 2000 at 3:18 p.m.

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, 2004

**J.P. MORGAN LEASING INC. (formerly
CHASE EQUIPMENT LEASING, INC.)**

By: James M. Schawille
Name: James M. Schawille
Title: AVP

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

On this 21st day of June, 2004, personally came before me, Janice M. Schwillie
who, being by me duly sworn, says he/she is AVP of J.P. Morgan Leasing Inc.
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 _____ acknowledged the said writing to be the act
and deed of said company.

Witness my hand and notarial seal this 29th day of June, 2004.

SEAL

Rosemarie Nucci
Notary Public
My Commission Expires: October 12, 2005

Rosemarie Nucci
Notary Public, State of New York
Registration #01NU6031718
Qualified in Monroe County
My Commission Expires Oct. 12, 2005