

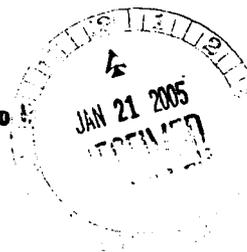


CORPORATION SERVICE COMPANY

RECORDATION NO. 24356-1 FILED

JAN 21 '05 2-40 PM

SURFACE TRANSPORTATION BOARD



January 19, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 8, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **GEORGIA POWER COMPANY**  
600 North 18<sup>th</sup> Street 14N-8163 Birmingham, AL 35291

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GEORGIA POWER COMPANY**, covering 120 coal hoppers with reporting marks and numbers – CNFX 10001 – CNFX 10120 - INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24356 dated 03/12/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
(800) 995-5071 ext. 3813

24356-A  
REC'D

JAN 21 '05 2-40 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this NOV, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and GEORGIA POWER COMPANY, a Georgia corporation, with an address at 600 North 18<sup>th</sup> Street, 14N-8163, Birmingham, Alabama (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of JANUARY, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on MARCH 12, 2004 and given Recordation Number 24356.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GEORGIA POWER COMPANY  
By: Christopher W. Womack  
Name: Christopher Womack  
Title: Sr. V.P.

## Schedule A

Number of Cars			Equipment Description					
120	4,180 C.F. aluminum bottom discharge coal hopper							
1	CNFX	10001	53	CNFX	10053	105	CNFX	10105
2	CNFX	10002	54	CNFX	10054	106	CNFX	10106
3	CNFX	10003	55	CNFX	10055	107	CNFX	10107
4	CNFX	10004	56	CNFX	10056	108	CNFX	10108
5	CNFX	10005	57	CNFX	10057	109	CNFX	10109
6	CNFX	10006	58	CNFX	10058	110	CNFX	10110
7	CNFX	10007	59	CNFX	10059	111	CNFX	10111
8	CNFX	10008	60	CNFX	10060	112	CNFX	10112
9	CNFX	10009	61	CNFX	10061	113	CNFX	10113
10	CNFX	10010	62	CNFX	10062	114	CNFX	10114
11	CNFX	10011	63	CNFX	10063	115	CNFX	10115
12	CNFX	10012	64	CNFX	10064	116	CNFX	10116
13	CNFX	10013	65	CNFX	10065	117	CNFX	10117
14	CNFX	10014	66	CNFX	10066	118	CNFX	10118
15	CNFX	10015	67	CNFX	10067	119	CNFX	10119
16	CNFX	10016	68	CNFX	10068	120	CNFX	10120
17	CNFX	10017	69	CNFX	10069			
18	CNFX	10018	70	CNFX	10070			
19	CNFX	10019	71	CNFX	10071			
20	CNFX	10020	72	CNFX	10072			
21	CNFX	10021	73	CNFX	10073			
22	CNFX	10022	74	CNFX	10074			
23	CNFX	10023	75	CNFX	10075			
24	CNFX	10024	76	CNFX	10076			
25	CNFX	10025	77	CNFX	10077			
26	CNFX	10026	78	CNFX	10078			
27	CNFX	10027	79	CNFX	10079			
28	CNFX	10028	80	CNFX	10080			
29	CNFX	10029	81	CNFX	10081			
30	CNFX	10030	82	CNFX	10082			
31	CNFX	10031	83	CNFX	10083			
32	CNFX	10032	84	CNFX	10084			
33	CNFX	10033	85	CNFX	10085			
34	CNFX	10034	86	CNFX	10086			
35	CNFX	10035	87	CNFX	10087			
36	CNFX	10036	88	CNFX	10088			
37	CNFX	10037	89	CNFX	10089			
38	CNFX	10038	90	CNFX	10090			
39	CNFX	10039	91	CNFX	10091			
40	CNFX	10040	92	CNFX	10092			
41	CNFX	10041	93	CNFX	10093			
42	CNFX	10042	94	CNFX	10094			
43	CNFX	10043	95	CNFX	10095			
44	CNFX	10044	96	CNFX	10096			
45	CNFX	10045	97	CNFX	10097			
46	CNFX	10046	98	CNFX	10098			
47	CNFX	10047	99	CNFX	10099			
48	CNFX	10048	100	CNFX	10100			
49	CNFX	10049	101	CNFX	10101			
50	CNFX	10050	102	CNFX	10102			
51	CNFX	10051	103	CNFX	10103			
52	CNFX	10052	104	CNFX	10104			