

RECORDATION NO. 25548-A FILED

APR 20 2005 10-21 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

April 19, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

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 5, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC  
5215 Old Orchard Road  
Suite 505  
Skokie, Illinois 60077

Lessee: Georgia Power Company  
270 Peachtree Street NW, Suite 2000  
Atlanta Georgia 30303

Mr. Vernon A. Williams  
April 19, 2005  
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A description of the railroad equipment covered by the enclosed document is:

124 autoflood III railcars: MBKX 5008, MBKX 5011, MBKX 5105, MBKX 5127, MBKX 5129 – MBKX 5199, MBKX 5201 – MBKX 5243, MBKX 5245 – MBKX 5250.

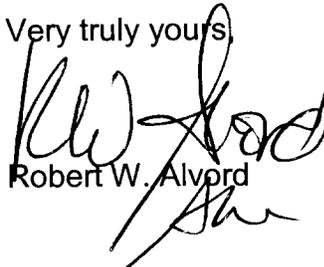
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$32.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

RECORDATION NO. 25548-A FILED

**AND**

**APR 20 '05 10-21 AM**

**GEORGIA POWER COMPANY  
("LESSEE")**

**SURFACE TRANSPORTATION BOARD**

**APRIL 5, 2005**

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Memorandum of a Lease Agreement made and entered into as of April 5, 2005 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("*Lessor*") and Georgia Power Company, a Georgia corporation ("*Lessee*").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 124 Freightcar America Autoflood III's bearing marks and numbers as follows:

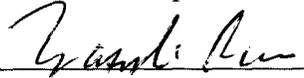
MBKX 5008, MBKX 5011, MBKX 5105, MBKX 5127, MBKX 5129-5199, MBKX 5201-5243, MBKX 5245-5250

1. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

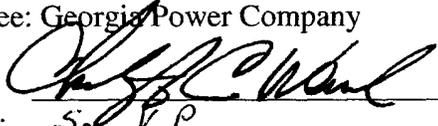
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By:   
Title: President  
Date: 4-12-05

Lessee: Georgia Power Company

By:   
Title: Sec. V.P.  
Date: 4-11-05

STATE OF ILLINOIS

COUNTY OF COOK

On this 13<sup>th</sup> day of April, 2005, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Teresa Taylor  
NOTARY PUBLIC

My commission expires:

STATE OF Georgia

COUNTY OF Fulton

On this 11<sup>th</sup> day of April, 2005, before me personally appeared Christopher C. Wank, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Georgia Power Co. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Charlotte P. White  
NOTARY PUBLIC

My commission expires:

CHARLOTTE P. WHITE  
Notary Public, Fulton County, Georgia  
My Commission Expires Feb. 13, 2009