

RECORDATION NO. 24505-D FILED

SEP 25 '06

2-43 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 21, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 19, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24505. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Georgia Power Company
600 N. 18th St.
14N8160
Birmingham, AL 35202

A description of the railroad equipment covered by the enclosed document is two hundred seventy (270) 4200 cu. ft. covered hopper Cars marked RWSX (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Janice Enolva".

Janice Enolva
Manager of Documentation

Enclosures

(GEPO007)

ASSGN. NO.: GEPO007

SEP 25 '06

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19 day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Power Company ("Lessee"), a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 28, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 19th day of June, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

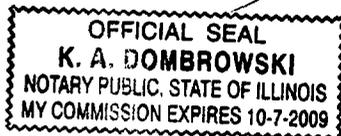
I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR, VICE PRESIDENT SALES & MARKETING personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of June, 2006.

K. A. Dombrowski
Notary Public

Commission Expires:

10-7-2009
(Notary Public)



LESSEE:

GEORGIA POWER COMPANY

ATTEST:

By: *Douglas E. Jones*

Name: Douglas E. Jones

Title: Sr. V.P.

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

Daniel Lowery

Daniel Lowery, Corporate Secretary

STATE OF Georgia

COUNTY OF Fulton

I, Charlotte P. White, a Notary Public of the County and State aforesaid, certify that Douglas E. Jones personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of June, 2006.

Charlotte P. White
Notary Public

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

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred seventy (270)

DESCRIPTION OF CARS: 4200 cu. ft. capacity, 286,000 lbs GRL, rotary, aluminum automatic discharge open top hopper cars (AutoFlood III) to be manufactured new by Freightcar America.

CAR NUMBERS: RWSX 6001-6270