

RECORDATION NO. 24852-A FILED

SEP 19 '07 -3 20 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LEISTER

September 19, 2007

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 Partial Lease Termination Agreement, dated as of September 6, 2007, 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 previously filed with the Board under Recordation Number 24852.

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

Lessor:	GATX Corporation (successor by merger to GATX Financial Corporation) 500 Monroe Street Chicago, IL 60661
Lessee:	Georgia Power Company PO Box 4545 Atlanta, GA 30302

Mr. Vernon A. Williams
January 29, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series GSTX 86001 – GSTX 86183 (formerly within the series SDEX 010003 - SDEX 010351) as more particularly set forth in the equipment schedule attached to the document.

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

Partial Lease Termination Agreement.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 24852-A FILED

SEP 18 '07 -3 20 PM

Partial Lease Termination Agreement

SURFACE TRANSPORTATION BOARD

This Partial Lease Termination Agreement dated as of September 6, 2007 (this "Agreement") is entered into by and between GATX Corporation, successor by merger to GATX Financial Corporation ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee").

WHEREAS, Lessor and Lessee are parties to a Railcar Master Lease Agreement dated as of March 8, 2004 (with all riders thereto and as amended and supplemented, the "Lease") filed and recorded with the Surface Transportation Board under recordation number 24852 on March 12, 2004, pursuant to which Lease, Lessor leased certain railroad cars to Lessee, all as more particularly described therein (the "Railroad Equipment").

WHEREAS, Lessee has released from the Lease the items of Railroad Equipment listed on Schedule A hereto (the "Released Railroad Equipment") for sale by Lessor free and clear of the encumbrance of the Lease;

WHEREAS, all of the Released Railroad Equipment has been sold to a purchaser as of the date hereof and Lessor has no further rights thereto or interest therein.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein and in the letter agreement between the parties dated August 14, 2007, the parties agree as follows:

1. The Lease shall be terminated on the date hereof with respect to the Released Railroad Equipment and neither party shall have any further obligation to the other there under with respect to the Released Railroad Equipment.
2. This Agreement shall be filed with the Surface Transportation Board as evidence of such termination.
3. This Agreement may be executed in one or more counterparts any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same instrument.

[Signature page follows]

GATX Corporation

By: Thomas A. Ellman
Name: Thomas A. Ellman
Title: Vice President

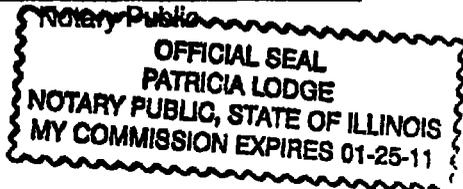
Georgia Power Company

By: Charles S. Rucker
Name: Charles S. Rucker
Title: Fuels Manager

State of Illinois)
County of Cook) SS.

On this 7th day of September 2007, before me personally appeared Thomas A. Ellman, to me personally known, who, being by me duly sworn, says that (s)he is a Vice President of GATX Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Corporation.

Patricia Lodge



State of Georgia)
County of Fulton) SS.

On this 6th day of September 2007, before me personally appeared Charles S. Rucker, to me personally known, who, being by me duly sworn, says that (s)he is a employee of Georgia Power Company and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Jennifer L. Mobley

Notary Public
JENNIFER L. MOBLEY
Notary Public, Henry County, Georgia
My Commission Expires July 2, 2008

**SCHEDULE A
RELEASED RAILROAD EQUIPMENT**

	Car Number - Operating	Built Date	Light Weight In Lbs
1	GSTX08600 1	07/01/75 12:00 AM	67800
2	GSTX08600 2	07/01/75 12:00 AM	67300
3	GSTX08600 3	07/01/75 12:00 AM	67600
4	GSTX08600 4	07/01/75 12:00 AM	67400
5	GSTX08600 5	07/01/75 12:00 AM	67100
6	GSTX08600 6	07/01/75 12:00 AM	66500
7	GSTX08600 7	07/01/75 12:00 AM	67700
8	GSTX08600 8	07/01/75 12:00 AM	67800
9	GSTX08600 9	07/01/75 12:00 AM	67300
10	GSTX08601 0	07/01/75 12:00 AM	67100
11	GSTX08601 1	07/01/75 12:00 AM	67900
12	GSTX08601 2	07/01/75 12:00 AM	68000
13	GSTX08601 3	08/01/75 12:00 AM	67400
14	GSTX08601 4	08/01/75 12:00 AM	67600
15	GSTX08601 5	08/01/75 12:00 AM	67400
16	GSTX08601 6	08/01/75 12:00 AM	67500
17	GSTX08601 7	08/01/75 12:00 AM	66600
18	GSTX08601 8	08/01/75 12:00 AM	66700
19	GSTX08601 9	08/01/75 12:00 AM	67000
20	GSTX08602 0	08/01/75 12:00 AM	67800

21	GSTX08602 1	08/01/75 12:00 AM	68000
22	GSTX08602 2	08/01/75 12:00 AM	67300
23	GSTX08602 3	08/01/75 12:00 AM	66900
24	GSTX08602 5	08/01/75 12:00 AM	67700
25	GSTX08602 6	09/01/75 12:00 AM	67200
26	GSTX08602 7	09/01/75 12:00 AM	66700
27	GSTX08602 8	09/01/75 12:00 AM	68000
28	GSTX08602 9	09/01/75 12:00 AM	67100
29	GSTX08603 0	09/01/75 12:00 AM	67300
30	GSTX08603 1	09/01/75 12:00 AM	67200
31	GSTX08603 2	09/01/75 12:00 AM	67300
32	GSTX08603 3	09/01/75 12:00 AM	67400
33	GSTX08603 4	09/01/75 12:00 AM	66800
34	GSTX08603 5	09/01/75 12:00 AM	67200
35	GSTX08603 6	09/01/75 12:00 AM	67300
36	GSTX08603 7	09/01/75 12:00 AM	67400
37	GSTX08603 8	09/01/75 12:00 AM	67800
38	GSTX08603 9	09/01/75 12:00 AM	68000
39	GSTX08604 0	09/01/75 12:00 AM	67700
40	GSTX08604 1	09/01/75 12:00 AM	67600
41	GSTX08604 2	09/01/75 12:00 AM	67400
42	GSTX08604 3	09/01/75 12:00 AM	67600
43	GSTX08604 4	09/01/75 12:00 AM	67600
44	GSTX08604 5	09/01/75 12:00 AM	67700

45	GSTX08604 6	09/01/75 12:00 AM	67300
46	GSTX08604 7	09/01/75 12:00 AM	67800
47	GSTX08604 8	09/01/75 12:00 AM	67000
48	GSTX08605 0	09/01/75 12:00 AM	66900
49	GSTX08605 1	09/01/75 12:00 AM	68000
50	GSTX08605 2	09/01/75 12:00 AM	67700
51	GSTX08605 3	09/01/75 12:00 AM	67300
52	GSTX08605 4	09/01/75 12:00 AM	67500
53	GSTX08605 5	09/01/75 12:00 AM	66900
54	GSTX08605 6	09/01/75 12:00 AM	67800
55	GSTX08605 7	09/01/75 12:00 AM	67400
56	GSTX08605 8	09/01/75 12:00 AM	67500
57	GSTX08605 9	09/01/75 12:00 AM	67900
58	GSTX08606 0	09/01/75 12:00 AM	67200
59	GSTX08606 1	09/01/75 12:00 AM	67100
60	GSTX08606 2	09/01/75 12:00 AM	67300
61	GSTX08614 3	03/01/78 12:00 AM	66900
62	GSTX08614 4	03/01/78 12:00 AM	67300
63	GSTX08614 5	03/01/78 12:00 AM	67100
64	GSTX08614 6	03/01/78 12:00 AM	67200
65	GSTX08614 7	04/01/78 12:00 AM	67700
66	GSTX08614 8	04/01/78 12:00 AM	67400
67	GSTX08614 9	04/01/78 12:00 AM	67500
68	GSTX08615 0	04/01/78 12:00 AM	67600

69	GSTX08615 1	04/01/78 12:00 AM	67300
70	GSTX08615 2	04/01/78 12:00 AM	67700
71	GSTX08615 3	04/01/78 12:00 AM	67600
72	GSTX08615 4	04/01/78 12:00 AM	67700
73	GSTX08615 5	04/01/78 12:00 AM	67900
74	GSTX08615 6	04/01/78 12:00 AM	67600
75	GSTX08615 8	04/01/78 12:00 AM	67100
76	GSTX08615 9	04/01/78 12:00 AM	67100
77	GSTX08616 0	04/01/78 12:00 AM	66800
78	GSTX08616 1	04/01/78 12:00 AM	66700
79	GSTX08616 2	04/01/78 12:00 AM	66700
80	GSTX08616 3	04/01/78 12:00 AM	66600
81	GSTX08616 4	04/01/78 12:00 AM	67100
82	GSTX08616 5	04/01/78 12:00 AM	67100
83	GSTX08616 6	04/01/78 12:00 AM	66900
84	GSTX08616 7	04/01/78 12:00 AM	67200
85	GSTX08616 8	04/01/78 12:00 AM	67600
86	GSTX08616 9	04/01/78 12:00 AM	67000
87	GSTX08617 0	04/01/78 12:00 AM	66900
88	GSTX08617 1	04/01/78 12:00 AM	67300
89	GSTX08617 2	04/01/78 12:00 AM	67100
90	GSTX08617 3	04/01/78 12:00 AM	67200
91	GSTX08617 4	04/01/78 12:00 AM	67100
92	GSTX08617 5	04/01/78 12:00 AM	67100

93	GSTX08617 6	04/01/78 12:00 AM	67400
94	GSTX08617 7	04/01/78 12:00 AM	67400
95	GSTX08617 8	04/01/78 12:00 AM	67000
96	GSTX08617 9	05/01/78 12:00 AM	66900
97	GSTX08618 0	05/01/78 12:00 AM	67100
98	GSTX08618 1	05/01/78 12:00 AM	67000
99	GSTX08618 2	05/01/78 12:00 AM	67100
100	GSTX08618 3	05/01/78 12:00 AM	67200

SDEX Restencilled to GSTX

10/21/2005



Indicates SDEX cars not restencilled

Indicates SDEX cars that have been restencilled to GSTX



Restencilled to GSTX86001

p 1

SDEX010004 Restencilled to GSTX86002

SDEX010007 Restencilled to GSTX86003

SDEX010008 Restencilled to GSTX86004

SDEX010011 Restencilled to GSTX86005

SDEX010012 Restencilled to GSTX86006

SDEX010014 Restencilled to GSTX86007

SDEX010019 Restencilled to GSTX86008

SDEX010020 Restencilled to GSTX86009

SDEX010023 Restencilled to GSTX86010

SDEX010027 Restencilled to GSTX86011

SDEX010028 Restencilled to GSTX86012

SDEX010032 Restencilled to GSTX86013



Restencilled to GSTX86014

SDEX010040 Restencilled to GSTX86015

SDEX010044 Restencilled to GSTX86016



Restencilled to GSTX86017

SDEX010047 Restencilled to GSTX86018

SDEX010048 Restencilled to GSTX86019

SDEX010049 Restencilled to GSTX86020

SDEX010051 Restencilled to GSTX86021

SDEX010052 Restencilled to GSTX86022

SDEX010053 Restencilled to GSTX86023

SDEX010059 Restencilled to GSTX86025

SDEX010060 Restencilled to GSTX86026

SDEX010061 Restencilled to GSTX86027

SDEX010062 Restencilled to GSTX86028

SDEX010064 Restencilled to GSTX86029

SDEX010065 Restencilled to GSTX86030

SDEX010066 Restencilled to GSTX86031

SDEX010067 Restencilled to GSTX86032

SDEX010068 Restencilled to GSTX86033

SDEX010069 Restencilled to GSTX86034



Restencilled to GSTX86035

SDEX010075 Restencilled to GSTX86036

SDEX010076 Restencilled to GSTX86037

SDEX010077 Restencilled to GSTX86038

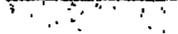
SDEX010078 Restencilled to GSTX86039



Restencilled to GSTX86040

SDEX Restencilled to GSTX

10/21/2005

 Indicates SDEX cars not restencilled
 Indicates SDEX cars that have been restencilled to GSTX

	Restencilled to	GSTX86041
	Restencilled to	GSTX86042
SDEX010086	Restencilled to	GSTX86043
SDEX010087	Restencilled to	GSTX86044
SDEX010088	Restencilled to	GSTX86045
SDEX010089	Restencilled to	GSTX86046
SDEX010090	Restencilled to	GSTX86047
SDEX010091	Restencilled to	GSTX86048

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SDEX010099	Restencilled to	GSTX86050
SDEX010100	Restencilled to	GSTX86051
	Restencilled to	GSTX86052
SDEX010108	Restencilled to	GSTX86053
SDEX010109	Restencilled to	GSTX86054
SDEX010111	Restencilled to	GSTX86055
SDEX010117	Restencilled to	GSTX86056
SDEX010118	Restencilled to	GSTX86057
SDEX010119	Restencilled to	GSTX86058
SDEX010122	Restencilled to	GSTX86059
	Restencilled to	GSTX86060
SDEX010127	Restencilled to	GSTX86061
SDEX010128	Restencilled to	GSTX86062

SDEX010268	Restencilled to	GSTX86143
SDEX010271	Restencilled to	GSTX86144
SDEX010277	Restencilled to	GSTX86145
SDEX010278	Restencilled to	GSTX86146
	Restencilled to	GSTX86147
SDEX010280	Restencilled to	GSTX86148
SDEX010281	Restencilled to	GSTX86149
SDEX010287	Restencilled to	GSTX86150
SDEX010289	Restencilled to	GSTX86151
SDEX010291	Restencilled to	GSTX86152
SDEX010292	Restencilled to	GSTX86153
	Restencilled to	GSTX86154
SDEX010294	Restencilled to	GSTX86155
SDEX010299	Restencilled to	GSTX86156
SDEX010301	Restencilled to	GSTX86158
SDEX010302	Restencilled to	GSTX86159
SDEX010303	Restencilled to	GSTX86160

SDEX Restencilled to GSTX

10/21/2005

~~SDEX010310~~ Indicates SDEX cars not restencilled
Indicates SDEX cars that have been restencilled to GSTX

SDEX010304	Restencilled to	GSTX86161
SDEX010307	Restencilled to	GSTX86162
SDEX010310	Restencilled to	GSTX86163
SDEX010311	Restencilled to	GSTX86164
SDEX010313	Restencilled to	GSTX86165
SDEX010315	Restencilled to	GSTX86166
SDEX010318	Restencilled to	GSTX86167
SDEX010320	Restencilled to	GSTX86168
SDEX010321	Restencilled to	GSTX86169
SDEX010324	Restencilled to	GSTX86170
SDEX010328	Restencilled to	GSTX86171
SDEX010329	Restencilled to	GSTX86172
SDEX010331	Restencilled to	GSTX86173
SDEX010332	Restencilled to	GSTX86174
SDEX010333	Restencilled to	GSTX86175
SDEX010334	Restencilled to	GSTX86176
SDEX010336	Restencilled to	GSTX86177
SDEX010341	Restencilled to	GSTX86178
SDEX010345	Restencilled to	GSTX86179
SDEX010346	Restencilled to	GSTX86180
SDEX010347	Restencilled to	GSTX86181
SDEX010349	Restencilled to	GSTX86182
SDEX010351	Restencilled to	GSTX86183