

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

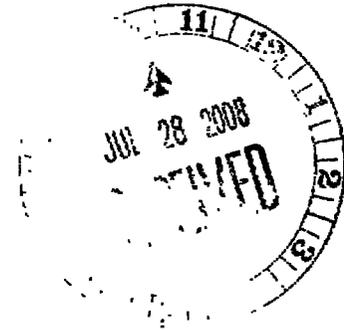
RECORDATION NO 25548-D FILED

July 24, 2008

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11-50 AM

SURFACE TRANSPORTATION BOARD



Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of an Amendment No. 1 Dated May 1, 2008 to Memorandum of Lease Agreement for Schedule No. 3 dated as of April 14, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Schedule No. 3 dated as of April 14, 2005, which was duly filed and recorded on April 20, 2005 and assigned Recordation Number 25548-B and was subsequently assigned to Greenbrier Leasing Company LLC under Memorandum of Assignment and Assumption Agreement dated as of October 7, 2005 and assigned Recordation Number 25548-C.

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

LESSOR: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

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

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

One hundred twenty-three (123) Freightcar American Autoflood IIIs, marked and numbered in the series GBRX 5200 through GBRX 5372, as more particularly described in the attached Amendment No. 1 to Memorandum of Lease for Schedule No. 3.

Ms. Anne K. Quinlan
July 24, 2008
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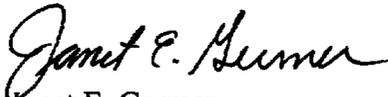
Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amendment No. 1 Dated May 1, 2008 to Memorandum of Lease Agreement for Schedule No. 3 dated as of April 14, 2005 between Greenbrier Leasing Company LLC, as successor to Mitsui Rail Capital, LLC ("Lessor") and Georgia Power Company ("Lessee").

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

AMENDMENT NO. 1 DATED MAY 1, 2008

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
As successor to Mitsui Rail Capital, LLC ("LESSOR")***

AND

GEORGIA POWER COMPANY ("LESSEE")

SCHEDULE NO. 3

APRIL 14, 2005

This Amendment No. 1 is dated as of May 1, 2008, and is made by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, as successor to Mitsui Rail Capital, LLC ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee"), and amends that certain Memorandum of Lease dated April 14, 2005, between Lessor and Lessee (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of one hundred twenty-four (124) 2005-built, 4,200 c.f. Autoflood III railcars, bearing marks and numbers MBKX 5200 through MBKX 5372, non-inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment dated May 1, 2008 to the underlying lease reflecting the removal of one railcar and the restenciling of the remaining railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred twenty-three (123) Freightcar America Autoflood IIIs, marked and numbered as set forth on the Railcar List attached hereto as Exhibit A.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

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

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GEORGIA POWER COMPANY

BY: 

BY: 

NAME: J.T. Sharp

NAME: Charles S. Rucker

TITLE: President

TITLE: Fuels Manager

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 23rd day of July, 2008, before me personally appeared _____
James T. Sharp, to me personally known, who being by me duly sworn, says that
s/he is the President of Greenbrier Leasing Company LLC and that the foregoing
instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said
instrument was her or his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF Georgia)
) ss.
COUNTY OF Fulton)

On this 15th day of July, 2008, before me personally appeared Chalen S. Rucka
Rucka, to me personally known, who being by me duly sworn, says that s/he is the
Rucka Fuel Manager of Georgia Power Company and that the foregoing
instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said
instrument was her or his free act and deed.

Charlotte P. White
NOTARY PUBLIC
My commission expires: 2/13/09

EXHIBIT A

RAILCAR LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	5200	GBRX	5288	GBRX	5327	GBRX	5367
GBRX	5244	GBRX	5289	GBRX	5328	GBRX	5368
GBRX	5251	GBRX	5290	GBRX	5329	GBRX	5369
GBRX	5252	GBRX	5291	GBRX	5330	GBRX	5370
GBRX	5253	GBRX	5292	GBRX	5331	GBRX	5371
GBRX	5254	GBRX	5293	GBRX	5332	GBRX	5372
GBRX	5255	GBRX	5294	GBRX	5333	Total	123
GBRX	5256	GBRX	5295	GBRX	5334		
GBRX	5257	GBRX	5296	GBRX	5335		
GBRX	5258	GBRX	5297	GBRX	5336		
GBRX	5259	GBRX	5298	GBRX	5337		
GBRX	5260	GBRX	5299	GBRX	5338		
GBRX	5261	GBRX	5300	GBRX	5339		
GBRX	5262	GBRX	5301	GBRX	5340		
GBRX	5263	GBRX	5302	GBRX	5341		
GBRX	5264	GBRX	5303	GBRX	5342		
GBRX	5265	GBRX	5304	GBRX	5344		
GBRX	5266	GBRX	5305	GBRX	5345		
GBRX	5267	GBRX	5306	GBRX	5346		
GBRX	5268	GBRX	5307	GBRX	5347		
GBRX	5269	GBRX	5308	GBRX	5348		
GBRX	5270	GBRX	5309	GBRX	5349		
GBRX	5271	GBRX	5310	GBRX	5350		
GBRX	5272	GBRX	5311	GBRX	5351		
GBRX	5273	GBRX	5312	GBRX	5352		
GBRX	5274	GBRX	5313	GBRX	5353		
GBRX	5275	GBRX	5314	GBRX	5354		
GBRX	5276	GBRX	5315	GBRX	5355		
GBRX	5277	GBRX	5316	GBRX	5356		
GBRX	5278	GBRX	5317	GBRX	5357		
GBRX	5279	GBRX	5318	GBRX	5358		
GBRX	5280	GBRX	5319	GBRX	5359		
GBRX	5281	GBRX	5320	GBRX	5360		
GBRX	5282	GBRX	5321	GBRX	5361		
GBRX	5283	GBRX	5322	GBRX	5362		
GBRX	5284	GBRX	5323	GBRX	5363		
GBRX	5285	GBRX	5324	GBRX	5364		
GBRX	5286	GBRX	5325	GBRX	5365		
GBRX	5287	GBRX	5326	GBRX	5366		