

RECORDATION NO. 26050-C FILED

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SURFACE TRANSPORTATION BOARD

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

January 8, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Net Railcar Lease, dated as of December 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26050.

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

Lessor: BBRX One LLC
885 Second Avenue 49th Floor
New York, NY 10017

Lessee: Georgia Power Company
PO Box 4545
Atlanta, GA 30302

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

116 railcars: GALX 8011 - GALX 8126.

Memorandum of Net Railcar Lease.

Also enclosed is a check in the amount of \$41.00 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 "Robert W. Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF NET RAILCAR LEASE

This MEMORANDUM OF NET RAILCAR LEASE dated as of December 15, 2008, to that certain Master Net Railcar Lease dated as of December 15, 2008, and Schedule No. 01 thereto dated as of the same date, between **BBRX One LLC**, a Delaware limited liability company ("Lessor"), and **Georgia Power Company**, a Georgia corporation ("Lessee" and together with Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Net Railcar Lease and that certain Schedule No. 01 thereto dated as of December 15, 2008 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

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

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

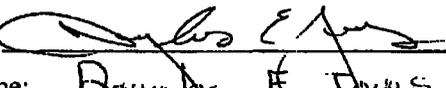
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum of Net Railcar Lease to be executed by a duly authorized officer as of the day and year indicated below.

BBRX ONE LLC, as Lessor

By: 
Name: Larry Littlefield
Title: Vice President
Date: 12/23/08

GEORGIA POWER COMPANY, as Lessee

By: 
Name: Douglas E. Jones
Title: Sr. VP
Date: December 15, 2008

STATE OF Georgia)
)
COUNTY OF Fulton)

SS:

On December 15, 2008, before me, Charlotta P. White, Notary Public, personally appeared Douglas E. Jones, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Charlotta P. White

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

EXHIBIT A

TO MEMORANDUM OF NET RAILCAR LEASE

One hundred sixteen (116) Aluminum bodied AutoFlood III, 4200 CF coal hopper railcars, AAR Car Type Code K341, built in 2005 by Freight Car America, Inc.

GALX 8011	GALX 8050	GALX 8089
GALX 8012	GALX 8051	GALX 8090
GALX 8013	GALX 8052	GALX 8091
GALX 8014	GALX 8053	GALX 8092
GALX 8015	GALX 8054	GALX 8093
GALX 8016	GALX 8055	GALX 8094
GALX 8017	GALX 8056	GALX 8095
GALX 8018	GALX 8057	GALX 8096
GALX 8019	GALX 8058	GALX 8097
GALX 8020	GALX 8059	GALX 8098
GALX 8021	GALX 8060	GALX 8099
GALX 8022	GALX 8061	GALX 8100
GALX 8023	GALX 8062	GALX 8101
GALX 8024	GALX 8063	GALX 8102
GALX 8025	GALX 8064	GALX 8103
GALX 8026	GALX 8065	GALX 8104
GALX 8027	GALX 8066	GALX 8105
GALX 8028	GALX 8067	GALX 8106
GALX 8029	GALX 8068	GALX 8107
GALX 8030	GALX 8069	GALX 8108
GALX 8031	GALX 8070	GALX 8109
GALX 8032	GALX 8071	GALX 8110
GALX 8033	GALX 8072	GALX 8111
GALX 8034	GALX 8073	GALX 8112
GALX 8035	GALX 8074	GALX 8113
GALX 8036	GALX 8075	GALX 8114
GALX 8037	GALX 8076	GALX 8115
GALX 8038	GALX 8077	GALX 8116
GALX 8039	GALX 8078	GALX 8117
GALX 8040	GALX 8079	GALX 8118
GALX 8041	GALX 8080	GALX 8119
GALX 8042	GALX 8081	GALX 8120
GALX 8043	GALX 8082	GALX 8121
GALX 8044	GALX 8083	GALX 8122
GALX 8045	GALX 8084	GALX 8123
GALX 8046	GALX 8085	GALX 8124
GALX 8047	GALX 8086	GALX 8125
GALX 8048	GALX 8087	GALX 8126
GALX 8049	GALX 8088	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/8/09



Robert W. Alvord