

RECORDATION NO. 27865 FILED

APR 07 '09 -11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

April 7, 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 Lease Agreement, dated as of April 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

- Lessor:** Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, IL 60606
- Lessee:** Georgia Power Company
270 Peachtree Street NW, Suite 2000
Atlanta Georgia 30303

Anne K. Quinlan, Esquire
April 7, 2009
Page 2

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

120 railcars: HYWX 8001 - HYWX 8120.

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

Memorandum of Net Lease Agreement.

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 "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

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

AND

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

APRIL 1, 2009

This Memorandum of Net Lease Agreement is made and entered into as of ^{April} March 1, 2009 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 One Hundred Twenty (120) 2009 FreightCar America built Autoflood III Railcars bearing marks and numbers as follows:

HYWX 8001-8120 inclusive

2. The Net 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 Net Lease Agreement.

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: 

Print Name: John O'Brien
Title: President

LESSEE:

GEORGIA POWER COMPANY

By: 

Print Name: Douglas E. Jones
Title: Senior Vice President

STATE OF ILLINOIS

COUNTY OF COOK

On this 14 day of April, 2009, before me personally appeared John D. Bryan, 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.

Christine C. Peterson
NOTARY PUBLIC

My commission expires: 7/7/12



STATE OF GEORGIA

COUNTY OF FULTON

On this 14 day of April, 2009, before me personally appeared Douglas E. Jones, to me personally known, who being by me duly sworn, says that he is Senior Vice President of Georgia Power Company 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.

Christine C. Peterson
NOTARY PUBLIC

My commission expires: _____



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:

4/7/09



Robert W. Alvord

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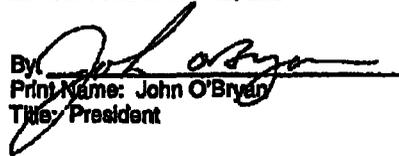
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MITSUI RAIL CAPITAL, LLC

By: 

Print Name: John O'Bryan
Title: President

LESSEE:

GEORGIA POWER COMPANY

By: 

Print Name: Douglas E. Jones
Title: Senior Vice President

STATE OF ILLINOIS

COUNTY OF COOK

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Christie C. Peterson
NOTARY PUBLIC

My commission expires: 7/7/12



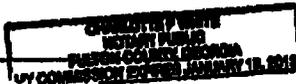
STATE OF GEORGIA

COUNTY OF FULTON

On this 1st day of April, 2009, before me personally appeared Douglas E. Jones, to me personally known, who being by me duly sworn, says that he is Senior Vice President of Georgia Power Company 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.

Christie P. White
NOTARY PUBLIC

My commission expires: _____



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: 4/7/09



Robert W. Alvord