

RECORDATION NO. 24852-E FILED

SEP 17 '09 -2 0 0 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 17, 2009

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 2, 2009, 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<br>GATX Financial Corporation)<br>500 Monroe Street<br>Chicago, Illinois 60661 |
| Lessee. | Georgia Power Company<br>PO Box 4545<br>Atlanta, Georgia 30302  |

Mr. Vernon A. Williams  
December 28, 2007  
Page 2

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

2 railcars GSTX 86049 and GSTX 86157.

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 \$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 that reads "Ed M. Luria". The signature is written in a cursive style with a large initial "E" and "L".

Edward M. Luria

EML/bhs  
Enclosures

RECORDATION NO. 24852-E FILED

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SURFACE TRANSPORTATION BOARD

**Partial Lease Termination Agreement**

This Partial Lease Termination Agreement dated as of May 7, 2009 (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 a purchase and sale agreement dated 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:

*August*

1. The Lease shall be terminated as of ~~May~~ August, 2009 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]

## Partial Lease Termination Agreement

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**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 a purchase and sale agreement dated 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:

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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. [Signature]  
Name PAUL TITTERTON  
Title VP+ED, FLT PORT. MGMT.

Georgia Power Company

By. [Signature]  
Name Charles S. Rucker  
Title Fuels Manager

State of Illinois)

County of Cook) SS. 7th August

On this 11 day of ~~May~~ 2009, before me personally appeared PAUL TITTERTON, to me personally known, who, being by me duly sworn, says that (s)he is a VP+ED, FLT. PORT. MGMT. 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.

[Signature]  
Notary Public  
**OFFICIAL SEAL**  
**PATRICIA LODGE**  
**NOTARY PUBLIC, STATE OF ILLINOIS**  
**MY COMMISSION EXPIRES 01-25-11**

State of GA

County of Cobb) SS. 4th

On this 26 day of May 2009, before me personally appeared Charles S. Rucker, to me personally known, who, being by me duly sworn, says that (s)he is a representative of Georgia Power Co 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.

[Signature]  
Notary Public  
**SHARON MARKHAM**  
**NOTARY PUBLIC**  
**EXPRES**  
**GEORGIA**  
**SEPT. 16, 2010**  
**PUBLIC**  
**COBB COUNTY**

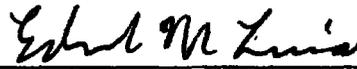
Exhibit A  
**LIST OF CARS**

|   | Car Mark and Number | Built Date | Light Weight in Lbs |
|---|---------------------|------------|---------------------|
| 1 | GSTX086049          | 1975       | 67,200              |
| 2 | GSTX086157          | 1978       | 67,400              |

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: September 17, 2009



Edward M. Luria