

RECORDATION NO. 29323 FILED

JUL 07 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

July 7, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 30, 2011, 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.	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018
Lessee.	Georgia Power Company 241 Ralph McGill Boulevard NE Atlanta, GA 30308

Section Chief
July 7, 2011
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A description of the railroad equipment covered by the enclosed document
is.

76 railcars: GLIX 9001 - GLIX 9076

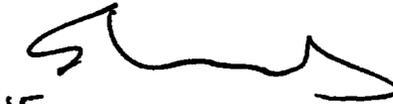
A short summary of the document to appear in the index is:

Memorandum of 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 stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JUL 07 '11 -8 00 AM

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of June 30, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and GEORGIA POWER COMPANY, a Georgia corporation (the "Lessee")

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto, under Rider No 1 dated as of March 22, 2010 to that certain Railcar Equipment Lease dated as of March 22, 2010, between Lessor (as assignee of JAIX Leasing Company) and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease")

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GEORGIA POWER COMPANY, AS LESSEE

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

STATE OF Georgia)
) ss:
COUNTY OF Coweta

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Fulton this 30 day of June, 2011 by Charles S. Rucker, as Fuels Manager of GEORGIA POWER COMPANY, a Georgia corporation.

Lisa A. Cobb
Notary Public

My commission expires: March 3, 2014

[Notarial Seal]

SCHEDULE 1

Seventy-six (76) Steel Triple Hopper Aggregate Railcars with 60 degree Floor Slopes and FreightCar America, Inc Automatic-Independent Door System, marked and numbered GLX 9001 through GLX 9076 (both inclusive).

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 7/7/11



Robert W. Alvord