

RECORDATION NO. 20701 - E
FILED

JUL 07 '11 -1 30 PM

~~SURFACE TRANSPORTATION BOARD~~

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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 Renewal, dated as of June 30, 2011, 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 20701.

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

Lessor.	MHCB (USA) Leasing & Finance Corporation 1251 Avenue of the Americas New York, NY 10020
Lessee.	Georgia Power Company c/o Southern Company Services Inc 270 Peachtree Street NW Suite 2000 Atlanta GA 30303

Section Chief
July 7, 2011
Page 2

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

Railcars. RWSX 97117 - RWSX 97141 and within the series HYWX 99000 - HYWX 99424, HBWX 96183 - HBWX 96287 and GALX 96002 - 96182 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Renewal.

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,



✓ Robert W. Alvord

RWA/sem
Enclosures

JUL 07 '11 -1 30 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Renewal

dated as of June 30, 2011

between

MHCB (USA) LEASING & FINANCE CORPORATION
Lessor

and

GEORGIA POWER COMPANY
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2011, at _____
Recordation Number _____

Memorandum of Lease Renewal

This Memorandum of Lease Renewal, dated as of June 30, 2011, is made by and between Georgia Power Company ("*Lessee*"), and MHCBS (USA) Leasing & Finance Corporation ("*Lessor*").

1. Pursuant to an Amended and Restated Equipment Leasing Agreement, dated as of June 30, 2004, together with a Lease Supplement dated June 30, 2004 (collectively, the "*Lease*"), Lessor agreed to lease to Lessee, and Lessee had agreed to lease from Lessor, the equipment described on Exhibit A hereto (the "*Railcars*").

2. Under Section 5 of the Lease, the term of the lease is stated to end on the last day of the Basic Term (such last day being the seventh anniversary of the Base Term Commencement Date (which Date was June 30, 2004), or June 30, 2011, unless renewed for a Renewal Term.

3. Pursuant to Amendment No. 1, dated as of June 30, 2011 (the "*Renewal Agreement*"), Lessor and Lessee agreed to a Renewal Term whereby Lessor agreed to continue to lease the Railcars to Lessee, and Lessee agreed to continue to lease the Railcars from Lessor.

4. This Memorandum of Lease Renewal shall be effective as of its date, for the Renewal Term as defined in the Renewal Agreement.

5. This Memorandum of Lease Renewal may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each fully-executed set of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Lessee and Lessor have executed this Memorandum of Lease Renewal.

Lessee:

GEORGIA POWER COMPANY

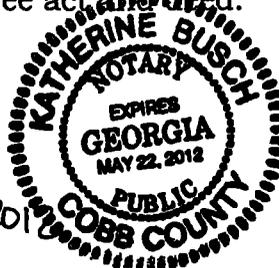
By: [Signature]
Name: EARL C. LONG
Title: ASSISTANT TREASURER

State of Georgia

County of Fulton

On this 29 day of June, 2011, before me personally appeared EARL C. LONG, to me personally known, who being by me duly sworn, says that he/she is the ASSISTANT TREASURER of Georgia Power Company, and that the foregoing instrument was signed on behalf of that corporation, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

[Signature]
Notary Public



My commission expires: May 22, 2012

IN WITNESS WHEREOF, Lessee and Lessor have executed this Memorandum of Lease Renewal.

Lessor:

MHCB (USA) LEASING & FINANCE CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Lessee and Lessor have executed this Memorandum of Lease Renewal.

Lessee:

GEORGIA POWER COMPANY

By: _____
Name: _____
Title: _____

State of Georgia

County of Fulton

On this ____ day of June, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is the _____ of Georgia Power Company, and that the foregoing instrument was signed on behalf of that corporation, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

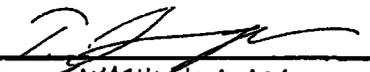
Notary Public

My commission expires:

IN WITNESS WHEREOF, Lessee and Lessor have executed this Memorandum of Lease Renewal.

Lessor:

MHCB (USA) LEASING & FINANCE CORPORATION

By: 
Name: TAKASHI MANAGA
Title: VICE PRESIDENT

State of New York

County of New York

On this 29 day of June, 2011, before me personally appeared TAKASHI IMANAGA, to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT of MHCBS (USA) Leasing & Finance Corporation, and that the foregoing instrument was signed on behalf of that corporation, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.



Notary Public

My commission expires:

CHRISTOPHER R TIZZANO
Notary Public, State of New York
No. 02T16206657
Qualified in New York County
Commission Expires May 26, 2013

Schedule A

The railcars bearing car numbers HYWX99000 through HYWX99424, excluding HYWX99117 and also excluding the following:

Date Casualty Payment Received	Number of Cars	Car Marks		
06/30/2005	9	HYWX99011	HYWX99188	HYWX99321
		HYWX99040	HYWX99214	HYWX99383
		HYWX99167	HYWX99310	HYWX99413
01/31/2007	7	HYWX99131	HYWX99168	HYWX99241
		HYWX99085	HBWX96259	HYWX99224
		HBWX96209		
01/31/2008	1	HYWX99256		
12/31/2008	1	GALX96097		
01/30/2009	3	HYWX99057	HYWX99079	HYWX99147
Total	21			

and the railcars bearing car numbers RWSX97117 through RWSX97141

and the railcars bearing car numbers HBWX96183 through HBWX96287, excluding HBWX96273

and the railcars bearing car numbers GALX96002 through GALX96182, excluding GALX96004, GALX96005, GALX96006, GALX96016, GALX96018, GALX96051, GALX96071, GALX96087, GALX96088, GALX96121, and GALX96152.

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