

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 25548 F FILED

April 19, 2010

APR 21 '10 -1 50 PM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of Amendment No. 2 dated September 1, 2009 to Memorandum of Lease Agreement for Schedule No. 1 dated March 24, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated March 24, 2005, which was duly filed and recorded on April 20, 2005 and assigned Recordation Number 25548.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Georgia Power Company
c/o Southern Company Generation
333 Piedmont Avenue, NE
Atlanta, GA 30308-3374

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

One hundred twenty-three (123) Autoflood III railcars bearing GBRX marks, and numbered as more particularly set forth in the schedule attached to the document.

Section Chief
Surface Transportation Board
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Amendment No. 2 dated September 1, 2009 to Memorandum of Lease Agreement for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script that reads "Sheri Clarke Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

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JOINT AND SEVERAL INFORMATION BOARD

AMENDMENT NO. 2 DATED SEPTEMBER 1, 2009

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
As successor to Mitsui Rail Capital, LLC ("LESSOR")***

AND

GEORGIA POWER COMPANY ("LESSEE")

SCHEDULE NO. 1

MARCH 24, 2005

This Amendment No. 2 is dated as of September 1, 2009, and is made by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, as successor to Mitsui Rail Capital, LLC ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee"), and amends that certain Memorandum of Lease dated March 24, 2005, between Lessor and Lessee (as previously amended, the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of one hundred twenty-four (124) 2005-built Autoflood III railcars, bearing marks and numbers MBKX 5001 through MBKX 5128, non-inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment dated as of September 1, 2009 to the underlying lease;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred twenty-three (123) Freightcar America Autoflood IIIs, marked and numbered as set forth on the Railcar List attached hereto as Exhibit A.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GEORGIA POWER COMPANY

BY: 

BY: 

NAME: J. P. Sharp

NAME: Douglas E. Jones

TITLE: President

TITLE: Senior VP

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 15th day of April, 2010, before me personally appeared
J. T. Sharp, to me personally known, who being by
me duly sworn, says that s/he is the President of Greenbrier Leasing
Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he
acknowledged that the execution of the said instrument was her or his free act and deed.



Emily R. Jenkins
NOTARY PUBLIC FOR OREGON
My commission expires: MARCH 15, 2013

STATE OF Georgia)
) ss.
COUNTY OF Fulton)

On this 30th day of March, 2010, before me personally appeared
Douglas E. Jones, to me personally known, who being by me duly
sworn, says that s/he is the Senior VP of Georgia Power
Company and that the foregoing instrument was signed on behalf of said corporation, and s/he
acknowledged that the execution of the said instrument was her or his free act and deed.

Lisa A. Cobb
NOTARY PUBLIC
My commission expires: 03/03/14

EXHIBIT A

RAILCAR LIST

Current Mark	Current Number	New Mark	New Number	Current Mark	Current Number	New Mark	New Number
MBKX	5001	GBRX	5001	MBKX	5035	GBRX	5035
MBKX	5002	GBRX	5002	MBKX	5036	GBRX	5036
MBKX	5003	GBRX	5003	MBKX	5037	GBRX	5037
MBKX	5004	GBRX	5004	MBKX	5038	GBRX	5038
MBKX	5005	GBRX	5005	MBKX	5039	GBRX	5039
MBKX	5006	GBRX	5006	MBKX	5040	GBRX	5040
MBKX	5007	GBRX	5007	MBKX	5041	GBRX	5041
MBKX	5009	GBRX	5009	MBKX	5042	GBRX	5042
MBKX	5010	GBRX	5010	MBKX	5043	GBRX	5043
MBKX	5012	GBRX	5012	MBKX	5044	GBRX	5044
MBKX	5014	GBRX	5014	MBKX	5045	GBRX	5045
MBKX	5015	GBRX	5015	MBKX	5046	GBRX	5046
MBKX	5016	GBRX	5016	MBKX	5047	GBRX	5047
MBKX	5017	GBRX	5017	MBKX	5048	GBRX	5048
MBKX	5018	GBRX	5018	MBKX	5049	GBRX	5049
MBKX	5019	GBRX	5019	MBKX	5050	GBRX	5050
MBKX	5020	GBRX	5020	MBKX	5051	GBRX	5051
MBKX	5021	GBRX	5021	MBKX	5052	GBRX	5052
MBKX	5022	GBRX	5022	MBKX	5053	GBRX	5053
MBKX	5023	GBRX	5023	MBKX	5054	GBRX	5054
MBKX	5024	GBRX	5024	MBKX	5055	GBRX	5055
MBKX	5025	GBRX	5025	MBKX	5056	GBRX	5056
MBKX	5026	GBRX	5026	MBKX	5057	GBRX	5057
MBKX	5027	GBRX	5027	MBKX	5058	GBRX	5058
MBKX	5028	GBRX	5028	MBKX	5060	GBRX	5060
MBKX	5029	GBRX	5029	MBKX	5061	GBRX	5061
MBKX	5030	GBRX	5030	MBKX	5062	GBRX	5062
MBKX	5031	GBRX	5031	MBKX	5064	GBRX	5064
MBKX	5032	GBRX	5032	MBKX	5065	GBRX	5065
MBKX	5033	GBRX	5033	MBKX	5066	GBRX	5066
MBKX	5034	GBRX	5034	MBKX	5067	GBRX	5067

[LIST CONTINUES ON FOLLOWING PAGE]

Current Mark	Current Number	New Mark	New Number	Current Mark	Current Number	New Mark	New Number
MBKX	5068	GBRX	5068	MBKX	5101	GBRX	5101
MBKX	5069	GBRX	5069	MBKX	5102	GBRX	5102
MBKX	5070	GBRX	5070	MBKX	5103	GBRX	5103
MBKX	5071	GBRX	5071	MBKX	5104	GBRX	5104
MBKX	5072	GBRX	5072	MBKX	5106	GBRX	5106
MBKX	5073	GBRX	5073	MBKX	5107	GBRX	5107
MBKX	5074	GBRX	5074	MBKX	5108	GBRX	5108
MBKX	5075	GBRX	5075	MBKX	5109	GBRX	5109
MBKX	5076	GBRX	5076	MBKX	5111	GBRX	5111
MBKX	5077	GBRX	5077	MBKX	5112	GBRX	5112
MBKX	5078	GBRX	5078	MBKX	5113	GBRX	5113
MBKX	5079	GBRX	5079	MBKX	5114	GBRX	5114
MBKX	5080	GBRX	5080	MBKX	5115	GBRX	5115
MBKX	5081	GBRX	5081	MBKX	5116	GBRX	5116
MBKX	5082	GBRX	5082	MBKX	5117	GBRX	5117
MBKX	5083	GBRX	5083	MBKX	5119	GBRX	5119
MBKX	5084	GBRX	5084	MBKX	5120	GBRX	5120
MBKX	5085	GBRX	5085	MBKX	5121	GBRX	5121
MBKX	5086	GBRX	5086	MBKX	5122	GBRX	5122
MBKX	5087	GBRX	5087	MBKX	5123	GBRX	5123
MBKX	5088	GBRX	5088	MBKX	5124	GBRX	5124
MBKX	5089	GBRX	5089	MBKX	5125	GBRX	5125
MBKX	5090	GBRX	5090	MBKX	5126	GBRX	5126
MBKX	5092	GBRX	5092	MBKX	5128	GBRX	5128
MBKX	5093	GBRX	5093	MBKX	5168	GBRX	5168
MBKX	5095	GBRX	5095	MBKX	5172	GBRX	5172
MBKX	5096	GBRX	5096	MBKX	5180	GBRX	5180
MBKX	5097	GBRX	5097	MBKX	5183	GBRX	5183
MBKX	5098	GBRX	5098	MBKX	5235	GBRX	5235
MBKX	5099	GBRX	5099	MBKX	5245	GBRX	5245
MBKX	5100	GBRX	5100			Total	123 Cars