

RECORDATION NO. 25032 - B FILED

JUN 30 '11 -2 15 PM

SURFACE TRANSPORTATION BOARD

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

June 30, 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 25032.

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

Lessor: BTMU Capital Corporation  
111 Huntington Avenue, Suite 400  
Boston, MA 02199

Lessee: Georgia Power Company  
PO Box 4545  
Atlanta, GA 30302

Section Chief  
June 30, 2011  
Page 2

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

683 railcars within the series HYWX 2001 - HYWX 2700 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,

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 Lease Renewal**

dated as of June 30, 2011

between

**BTMU CAPITAL 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 BTMU Capital Corporation ("*Lessor*"). Lessor is the successor by merger to BTM Capital Corporation, which was the original lessor under the Lease.

1. Pursuant to an 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 6 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:

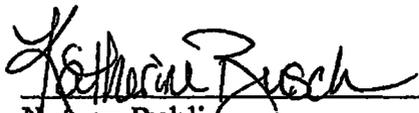
GEORGIA POWER COMPANY

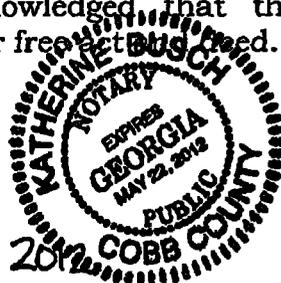
By:   
Name: Earl C. Long  
Title: Assistant Treasurer

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.

  
Notary Public



My commission expires: May 22, 2012

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

Lessor:

BTMU CAPITAL CORPORATION

By:   
Name: Cheryl A. Behan  
Title: Senior Vice President

Commonwealth of Massachusetts

County of Suffolk

On this \_\_\_\_ day of June, 2011, before me personally appeared Cheryl A. Behan, to me personally known, who being by me duly sworn, says that he/she is the Senior Vice President of BTMU Capital Corporation, and that the foregoing instrument was signed on behalf of that corporation, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

  
\_\_\_\_\_  
Notary Public

My commission expires: 1/25/2013



THOMAS E. SCRIBNER  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
January 25, 2013

Schedule A

The railcars bearing car numbers HYWX2001 through HYWX2700, excluding HYWX2414 and also excluding the following:

HYWX2033  
HYWX2050  
HYWX2080  
HYWX2103  
HYWX2151  
HYWX2166  
HYWX2250  
HYWX2298  
HYWX2299  
HYWX2399  
HYWX2400  
HYWX2464  
HYWX2486  
HYWX2503  
HYWX2557  
HYWX2618

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: 6/30/11



\_\_\_\_\_  
Robert W. Alvord