



RECORDATION NO. 30083 FILED

FEB 09 '12 -5 11 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

February 9, 2012

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Net Lease Agreement dated December 16, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Georgia Power Company
241 Ralph McGill Blvd., N.E.
Atlanta, GA 30308

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

125 Autoflood III railcars within the series RWSX 452129 - RWSX 452397 as more particularly set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease Agreement dated December 16, 2011.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administrator
Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF NET LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**GEORGIA POWER COMPANY
("LESSEE")**

DECEMBER 16, 2011

This Memorandum of Net Lease Agreement is made and entered into as of December 16, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Georgia Power Company, a Georgia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty five (125) 2006 FreightCar America Built Autoflood III Railcars, 286K GRL, bearing marks and numbers as follows:

See attached Exhibit 1.

2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

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

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

GEORGIA POWER COMPANY

By: _____
Print Name: _____
Title: _____

STATE OF ILLINOIS

COUNTY OF COOK

On this 6th day of January, 2012, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF _____

COUNTY OF _____

On this ___ day of _____, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Georgia Power Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

This Memorandum of Net Lease Agreement is made and entered into as of December 16, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Georgia Power Company, a Georgia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty five (125) 2006 FreightCar America Built Autoflood III Railcars, 286K GRL, bearing marks and numbers as follows:

See attached Exhibit 1.

2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

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

LESSOR:

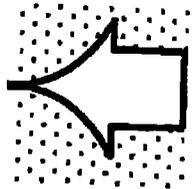
MITSUI RAIL CAPITAL, LLC

By: _____
Print Name: John O'Bryan
Title: President

LESSEE:

GEORGIA POWER COMPANY

By: _____
Print Name: Stanley W. Connolly, Jr.
Title: Sr VP



STATE OF ILLINOIS

COUNTY OF COOK

On this ___ day of _____, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF Georgia

COUNTY OF Coweta

On this 6th day of January 2012, before me personally appeared S.W. Connally Jr to me personally known, who being by me duly sworn, says that he is the SVP of Georgia Power Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lisa A. Cobb
NOTARY PUBLIC

My commission expires:

**EXHIBIT 1
CAR MARKS AND NUMBERS**

Count	Mark	Number	Count	Mark	Number	Count	Mark	Number
1	RWSX	452129	43	RWSX	452205	85	RWSX	452281
2	RWSX	452130	44	RWSX	452206	86	RWSX	452282
3	RWSX	452131	45	RWSX	452209	87	RWSX	452286
4	RWSX	452133	46	RWSX	452211	88	RWSX	452289
5	RWSX	452134	47	RWSX	452212	89	RWSX	452290
6	RWSX	452137	48	RWSX	452213	90	RWSX	452292
7	RWSX	452139	49	RWSX	452214	91	RWSX	452293
8	RWSX	452140	50	RWSX	452217	92	RWSX	452299
9	RWSX	452143	51	RWSX	452218	93	RWSX	452304
10	RWSX	452146	52	RWSX	452220	94	RWSX	452305
11	RWSX	452148	53	RWSX	452221	95	RWSX	452307
12	RWSX	452150	54	RWSX	452224	96	RWSX	452314
13	RWSX	452151	55	RWSX	452228	97	RWSX	452315
14	RWSX	452153	56	RWSX	452232	98	RWSX	452317
15	RWSX	452154	57	RWSX	452234	99	RWSX	452321
16	RWSX	452156	58	RWSX	452235	100	RWSX	452322
17	RWSX	452161	59	RWSX	452236	101	RWSX	452326
18	RWSX	452163	60	RWSX	452239	102	RWSX	452328
19	RWSX	452165	61	RWSX	452240	103	RWSX	452330
20	RWSX	452166	62	RWSX	452241	104	RWSX	452332
21	RWSX	452167	63	RWSX	452242	105	RWSX	452336
22	RWSX	452171	64	RWSX	452245	106	RWSX	452337
23	RWSX	452174	65	RWSX	452247	107	RWSX	452339
24	RWSX	452175	66	RWSX	452249	108	RWSX	452340
25	RWSX	452176	67	RWSX	452250	109	RWSX	452342
26	RWSX	452177	68	RWSX	452251	110	RWSX	452346
27	RWSX	452179	69	RWSX	452252	111	RWSX	452347
28	RWSX	452180	70	RWSX	452253	112	RWSX	452349
29	RWSX	452181	71	RWSX	452255	113	RWSX	452356
30	RWSX	452182	72	RWSX	452256	114	RWSX	452358
31	RWSX	452184	73	RWSX	452257	115	RWSX	452361
32	RWSX	452185	74	RWSX	452258	116	RWSX	452363
33	RWSX	452187	75	RWSX	452263	117	RWSX	452364
34	RWSX	452188	76	RWSX	452265	118	RWSX	452365
35	RWSX	452189	77	RWSX	452269	119	RWSX	452378
36	RWSX	452190	78	RWSX	452270	120	RWSX	452385
37	RWSX	452191	79	RWSX	452271	121	RWSX	452388
38	RWSX	452192	80	RWSX	452273	122	RWSX	452390
39	RWSX	452194	81	RWSX	452274	123	RWSX	452391
40	RWSX	452196	82	RWSX	452275	124	RWSX	452393
41	RWSX	452197	83	RWSX	452277	125	RWSX	452397
42	RWSX	452201	84	RWSX	452278			