

August 11, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: AB03006

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as July 23, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Alabama Power Company
600 N. 18th Street
BIN 14N-8163
Birmingham, AL 35202

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series APOX 14151 through ECGX 6409 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23 day of July, 2014, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and ALABAMA POWER COMPANY, an Alabama corporation, with an address at 600 N. 18th Street, BIN 14N-8163, Birmingham, AL 35202, (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee executed that certain Master Net Railcar Lease (the "Agreement") dated as of March 16, 2007 and have executed Schedule No. 06 thereto incorporating the terms of such Agreement dated as of July 23, 2014 and effective as of April 1, 2014 (the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers or managers, as applicable, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was duly authorized signed on behalf of the Lessor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Lessor:
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: CHRISTOPHER
Title: SVP

I certify that I hold the title set forth below, that this instrument was duly authorized and signed on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Lessee:

ALABAMA POWER COMPANY

By: SOUTHERN COMPANY SERVICES, INC.

Its: Agent

By: Chad Hewitt
Name: Chad Hewitt
Title: Fuel Manager

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
10	286 GRL Rotary Coupler One End Aluminum Rapid Discharge Coal Car	APOX 14151 ECGX 6307 ECGX 6323 ECGX 6341 ECGX 6344 ECGX 6347 ECGX 6357 ECGX 6395 ECGX 6405 ECGX 6409