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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 2, 2014

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 Agreement, dated as of May 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: SunTrust Equipment Finance & Leasing Corp.
300 East Joppa Road, 7th Floor
Towson, Maryland 21286

Lessee: Alabama Power Company
c/o Southern Company Services, Inc., as agent
600 North 18th Street, 14N-8162
Birmingham, Alabama 35203

Chief, Section of Administration
May 2, 2014
Page 2

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

491 cars within the series JHMX 99531 - JHMX 99839 and JHMX 991321 - JHMX 991440 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT dated as of
May 1, 2014, between **SUNTRUST EQUIPMENT FINANCE
& LEASING CORP.** (hereinafter called the **Lessor**), and
ALABAMA POWER COMPANY (hereinafter called the
Lessee)

WHEREAS, the Lessee and the Lessor have entered into that certain Railcar Master Net Lease Agreement dated as of May 1, 2014 (hereinafter called the **Lease**), covering the railroad equipment listed in **Schedule A** hereto bearing the road numbers shown in said **Schedule A** (the **Units**), and all additions and alterations thereto, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of the Units from the Lessor to the Lessee and the leasehold interest therein of the Lessee, and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement

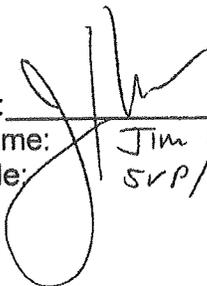
**SUNTRUST EQUIPMENT FINANCE
& LEASING CORP.**

By: 

Name: LAWRENCE D. COOPER

Title: Senior Vice President

ALABAMA POWER COMPANY

By: 

Name: JIM HEILBRUN

Title: SVP/SPU

STATE OF Alabama)
)
COUNTY OF Jefferson)

ss.

On this 1st day of May, 2014, before me personally appeared Jim P. Heilbrant, to me personally known, who, by me being duly sworn, says that s/he is SVP/SPO of ALABAMA POWER COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carol M. Coe
Notary Public
My commission expires: June 20, 2015

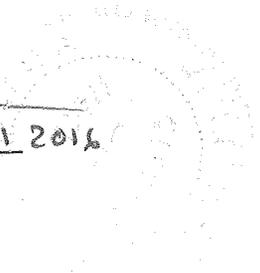
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 20, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF MARYLAND)
)
COUNTY OF BALTIMORE)

ss.

On this 1 day of May, 2014, before me personally appeared Lawrence Cooper, to me personally known, who, by me being duly sworn, says that s/he is SVP of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires: July 11 2016



SCHEDULE A

Description of Units

417 Trinity Rapid Discharge V Coal Railcars bearing reporting marks:

JHMX99531	JHMX99570	JHMX99610	JHMX99649	JHMX99691
JHMX99532	JHMX99571	JHMX99611	JHMX99650	JHMX99692
JHMX99533	JHMX99572	JHMX99612	JHMX99651	JHMX99693
JHMX99534	JHMX99573	JHMX99613	JHMX99653	JHMX99694
JHMX99535	JHMX99574	JHMX99614	JHMX99654	JHMX99695
JHMX99536	JHMX99575	JHMX99615	JHMX99655	JHMX99697
JHMX99537	JHMX99576	JHMX99616	JHMX99656	JHMX99698
JHMX99538	JHMX99577	JHMX99617	JHMX99657	JHMX99699
JHMX99539	JHMX99578	JHMX99618	JHMX99658	JHMX99700
JHMX99540	JHMX99579	JHMX99619	JHMX99659	JHMX99701
JHMX99541	JHMX99580	JHMX99620	JHMX99660	JHMX99702
JHMX99542	JHMX99581	JHMX99621	JHMX99661	JHMX99703
JHMX99543	JHMX99582	JHMX99622	JHMX99662	JHMX99704
JHMX99544	JHMX99583	JHMX99623	JHMX99663	JHMX99706
JHMX99545	JHMX99584	JHMX99624	JHMX99664	JHMX99707
JHMX99546	JHMX99585	JHMX99625	JHMX99665	JHMX99709
JHMX99547	JHMX99586	JHMX99626	JHMX99666	JHMX99710
JHMX99548	JHMX99587	JHMX99627	JHMX99667	JHMX99711
JHMX99549	JHMX99588	JHMX99628	JHMX99668	JHMX99712
JHMX99550	JHMX99589	JHMX99629	JHMX99669	JHMX99713
JHMX99551	JHMX99590	JHMX99630	JHMX99670	JHMX99714
JHMX99552	JHMX99591	JHMX99631	JHMX99671	JHMX99715
JHMX99553	JHMX99592	JHMX99632	JHMX99672	JHMX99716
JHMX99554	JHMX99593	JHMX99633	JHMX99673	JHMX99717
JHMX99555	JHMX99594	JHMX99634	JHMX99674	JHMX99718
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JHMX99557	JHMX99596	JHMX99636	JHMX99678	JHMX99720
JHMX99558	JHMX99597	JHMX99637	JHMX99679	JHMX99721
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JHMX99562	JHMX99601	JHMX99641	JHMX99683	JHMX99725
JHMX99563	JHMX99602	JHMX99642	JHMX99684	JHMX99726
JHMX99564	JHMX99603	JHMX99643	JHMX99685	JHMX99727
JHMX99565	JHMX99604	JHMX99644	JHMX99686	JHMX99728
JHMX99566	JHMX99606	JHMX99645	JHMX99687	JHMX99729
JHMX99567	JHMX99607	JHMX99646	JHMX99688	JHMX99730
JHMX99568	JHMX99608	JHMX99647	JHMX99689	JHMX99731
JHMX99569	JHMX99609	JHMX99648	JHMX99690	JHMX99732

JHMX99733	JHMX99778	JHMX99825	JHMX991354	JHMX991399
JHMX99734	JHMX99779	JHMX99827	JHMX991355	JHMX991400
JHMX99735	JHMX99780	JHMX99828	JHMX991356	JHMX991401
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JHMX99741	JHMX99787	JHMX99834	JHMX991362	JHMX991407
JHMX99742	JHMX99788	JHMX99835	JHMX991363	JHMX991408
JHMX99743	JHMX99789	JHMX99836	JHMX991364	JHMX991409
JHMX99744	JHMX99790	JHMX99837	JHMX991365	JHMX991410
JHMX99745	JHMX99791	JHMX99838	JHMX991366	JHMX991411
JHMX99746	JHMX99792	JHMX99839	JHMX991367	JHMX991412
JHMX99747	JHMX99793	JHMX991321	JHMX991368	JHMX991413
JHMX99748	JHMX99794	JHMX991322	JHMX991369	JHMX991414
JHMX99749	JHMX99795	JHMX991323	JHMX991370	JHMX991415
JHMX99750	JHMX99796	JHMX991324	JHMX991371	JHMX991416
JHMX99751	JHMX99797	JHMX991325	JHMX991372	JHMX991417
JHMX99752	JHMX99799	JHMX991326	JHMX991373	JHMX991418
JHMX99753	JHMX99800	JHMX991327	JHMX991374	JHMX991419
JHMX99754	JHMX99801	JHMX991328	JHMX991375	JHMX991420
JHMX99755	JHMX99802	JHMX991329	JHMX991376	JHMX991421
JHMX99756	JHMX99803	JHMX991330	JHMX991377	JHMX991422
JHMX99757	JHMX99804	JHMX991331	JHMX991378	JHMX991423
JHMX99758	JHMX99805	JHMX991332	JHMX991379	JHMX991424
JHMX99759	JHMX99806	JHMX991333	JHMX991380	JHMX991425
JHMX99760	JHMX99807	JHMX991334	JHMX991381	JHMX991426
JHMX99761	JHMX99808	JHMX991335	JHMX991382	JHMX991427
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JHMX99763	JHMX99810	JHMX991338	JHMX991384	JHMX991429
JHMX99764	JHMX99811	JHMX991339	JHMX991385	JHMX991430
JHMX99765	JHMX99812	JHMX991340	JHMX991386	JHMX991431
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JHMX99767	JHMX99814	JHMX991343	JHMX991388	JHMX991433
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JHMX99769	JHMX99816	JHMX991345	JHMX991390	JHMX991435
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JHMX99773	JHMX99820	JHMX991349	JHMX991394	JHMX991439
JHMX99774	JHMX99821	JHMX991350	JHMX991395	JHMX991440
JHMX99775	JHMX99822	JHMX991351	JHMX991396	
JHMX99776	JHMX99823	JHMX991352	JHMX991397	
JHMX99777	JHMX99824	JHMX991353	JHMX991398	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: May 1, 2014

Edward M Luria

Edward M. Luria