

ALVORD AND ALVORD PLLC RECORDATION NO. 26415-I FILED
ATTORNEYS AT LAW June 23, 2015 4:15 PM
1050 SEVENTEENTH STREET, N.W. SURFACE TRANSPORTATION BOARD
SUITE 301
WASHINGTON, D.C.
20036

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June 23, 2015

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 Notice of Termination of Lease, dated as of June 23, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Restated Lease Supplement No. 2, the Amendment No. 1 to Equipment Leasing Agreement, and the Restated Lease Supplement No. 3B previously filed with the Board under Recordation Numbers 26415, 26415-A, and 26415-E, respectively.

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

Lessor: Siemens Financial Services, Inc. (successor to
First Security Bank, National Association, and
Wells Fargo Bank Northwest, National
Association)
170 Wood Avenue South
Iselin, NJ 08830

[Lessee: Alabama Power Company
600 North 18th Street/14N-8163
Birmingham, Alabama 35202]

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

All railroad equipment covered by the Restated Lease Supplement No. 3B filed under Rec. No. 26415-E is hereby TERMINATED.

Section Chief
June 23, 2015
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A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

RECORDATION NO. 26415-I FILED
NOTICE OF TERMINATION OF LEASE June 23, 2015 4:15 PM
SURFACE TRANSPORTATION BOARD

The undersigned, SIEMENS FINANCIAL SERVICES, INC. (successor to First Security Bank, National Association and to Wells Fargo Bank Northwest, National Association), as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Restated Lease Supplement No. 3B (the "Lease"), incorporating by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of June 4, 1999 between Lessor, and ALABAMA POWER COMPANY, as Lessee (the "Lessee") (as amended by that certain Amendment No. 1 dated as of June 23, 2006 and that certain Amendment No. 2 dated as of June 23, 2010 and as further amended and supplemented from time to time) as it affects the 270 railcars described in the Lease (the "Railroad Equipment").

The original Restated Lease Supplement No. 2 covering the Railroad Equipment was duly filed and recorded with the Surface Transportation Board ("Board") on June 23, 2006 under Recordation Number 26415, as shown in Exhibit A. Subsequently thereto, the additional documents listed in Exhibit A which relate to the Railroad Equipment were duly filed with the Board as secondary recordations under Recordation Numbers 26415. This document constitutes a termination and release of all interests, claims, liens, or encumbrances over all of the Railroad Equipment.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: June 23, 2015.

Exhibit A

1. Restated Lease Supplement No. 2, dated as of June 23, 2006, between Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee, filed with the Board on June 23, 2006 at 11:11 a.m. under Recordation Number 26415.
2. Amendment No. 1 to Equipment Leasing Agreement, dated as of June 23, 2006, between Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee, filed with the Board on June 23, 2006 at 11:21 a.m. under Recordation Number 26415-A.
3. Restated Lease Supplement No. 3B, dated as of June 23, 2010, between Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee, filed with the Board on June 24, 2010 at 9:30 a.m. under Recordation Number 26415-E.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: June 23, 2015



Claire E. Murphy