



CORPORATION SERVICE COMPANY

RECORDATION NO. 26393 FILED

JUN 15 '06

2-33 PM

SURFACE TRANSPORTATION BOARD



June 12, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

RE:

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 31, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **ALABAMA POWER COMPANY**  
600 North 18<sup>th</sup> Street, Birmingham, AL 35203

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ALABAMA POWER COMPANY** covering two hundred forty (240) 4,200 C.F. aluminum bottom discharge coal hopper (6001/6240) as further described on the attached schedule A. **INCLUSIVE**

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31 day of MARCH, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ALABAMA POWER COMPANY, an Alabama corporation, with an address at 600 North 18<sup>th</sup> Street, Birmingham, Alabama (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of MARCH 31, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

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, 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 signed on behalf of the Lessor by authority of its Board of Directors 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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors 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.

ALABAMA POWER COMPANY

By: Jerry L. Stunt  
Name: Jerry L. Stunt  
Title: Sr. V.P.

# Schedule A

Number of Cars

Equipment Description

240 4,200 C.F. aluminum bottom discharge coal hopper

1	ECGX	6001	53	ECGX	6053	105	ECGX	6105
2	ECGX	6002	54	ECGX	6054	106	ECGX	6106
3	ECGX	6003	55	ECGX	6055	107	ECGX	6107
4	ECGX	6004	56	ECGX	6056	108	ECGX	6108
5	ECGX	6005	57	ECGX	6057	109	ECGX	6109
6	ECGX	6006	58	ECGX	6058	110	ECGX	6110
7	ECGX	6007	59	ECGX	6059	111	ECGX	6111
8	ECGX	6008	60	ECGX	6060	112	ECGX	6112
9	ECGX	6009	61	ECGX	6061	113	ECGX	6113
10	ECGX	6010	62	ECGX	6062	114	ECGX	6114
11	ECGX	6011	63	ECGX	6063	115	ECGX	6115
12	ECGX	6012	64	ECGX	6064	116	ECGX	6116
13	ECGX	6013	65	ECGX	6065	117	ECGX	6117
14	ECGX	6014	66	ECGX	6066	118	ECGX	6118
15	ECGX	6015	67	ECGX	6067	119	ECGX	6119
16	ECGX	6016	68	ECGX	6068	120	ECGX	6120
17	ECGX	6017	69	ECGX	6069	121	ECGX	6121
18	ECGX	6018	70	ECGX	6070	122	ECGX	6122
19	ECGX	6019	71	ECGX	6071	123	ECGX	6123
20	ECGX	6020	72	ECGX	6072	124	ECGX	6124
21	ECGX	6021	73	ECGX	6073	125	ECGX	6125
22	ECGX	6022	74	ECGX	6074	126	ECGX	6126
23	ECGX	6023	75	ECGX	6075	127	ECGX	6127
24	ECGX	6024	76	ECGX	6076	128	ECGX	6128
25	ECGX	6025	77	ECGX	6077	129	ECGX	6129
26	ECGX	6026	78	ECGX	6078	130	ECGX	6130
27	ECGX	6027	79	ECGX	6079	131	ECGX	6131
28	ECGX	6028	80	ECGX	6080	132	ECGX	6132
29	ECGX	6029	81	ECGX	6081	133	ECGX	6133
30	ECGX	6030	82	ECGX	6082	134	ECGX	6134
31	ECGX	6031	83	ECGX	6083	135	ECGX	6135
32	ECGX	6032	84	ECGX	6084	136	ECGX	6136
33	ECGX	6033	85	ECGX	6085	137	ECGX	6137
34	ECGX	6034	86	ECGX	6086	138	ECGX	6138
35	ECGX	6035	87	ECGX	6087	139	ECGX	6139
36	ECGX	6036	88	ECGX	6088	140	ECGX	6140
37	ECGX	6037	89	ECGX	6089	141	ECGX	6141
38	ECGX	6038	90	ECGX	6090	142	ECGX	6142
39	ECGX	6039	91	ECGX	6091	143	ECGX	6143
40	ECGX	6040	92	ECGX	6092	144	ECGX	6144
41	ECGX	6041	93	ECGX	6093	145	ECGX	6145
42	ECGX	6042	94	ECGX	6094	146	ECGX	6146
43	ECGX	6043	95	ECGX	6095	147	ECGX	6147
44	ECGX	6044	96	ECGX	6096	148	ECGX	6148
45	ECGX	6045	97	ECGX	6097	149	ECGX	6149
46	ECGX	6046	98	ECGX	6098	150	ECGX	6150
47	ECGX	6047	99	ECGX	6099	151	ECGX	6151
48	ECGX	6048	100	ECGX	6100	152	ECGX	6152
49	ECGX	6049	101	ECGX	6101	153	ECGX	6153
50	ECGX	6050	102	ECGX	6102	154	ECGX	6154
51	ECGX	6051	103	ECGX	6103	155	ECGX	6155
52	ECGX	6052	104	ECGX	6104	156	ECGX	6156