

RECORDATION NO. 26318 - F FILED

APR 30 '10 - 3 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

April 30, 2010

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 Restated Lease Supplement No. 3B, dated as of April 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document extends the lease on these 420 railcars and relates to the documents previously filed with the Board under Recordation Number 26318

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

Lessor. Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, New Jersey 08830

Lessee: Alabama Power Company
600 N 18th St/14N-8163
Birmingham, Alabama 35202

Section Chief
April 30, 2010
Page 2

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

500 railcars within the series JHMX 99001 – JHMX 99530 as more particularly set forth in the attachment to the document.

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

Restated Lease Supplement No. 3A.

Also enclosed is a check in the amount of \$41.00 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 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

RESTATED LEASE SUPPLEMENT NO. 3A

(This is counterpart no. ___ of five serially numbered manually executed counterparts)

This Restated Lease Supplement No. 3A is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of March 19, 1999 between SIEMENS FINANCIAL SERVICES, INC., as Lessor, and ALABAMA POWER COMPANY, as Lessee (as amended by that certain Amendment to Equipment Leasing Agreement dated as of April 15, 1999 and that certain Amendment No. 3 to Equipment Leasing Agreement dated as of April 30, 2010 and as further amended and supplemented from time to time, the "Lease").

All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description and Quantity of Items of Equipment covered by this Restated Lease Supplement No. 3A 500 railcars described and also identified by identification number on Schedule I hereto.
2. Equipment Cost. The aggregate Equipment Cost for all Items of Equipment delivered pursuant to this Restated Lease Supplement No. 3A shall be the aggregate Equipment Cost stated in Schedule II to this Restated Lease Supplement No. 3A. The Equipment Cost for an Item of Equipment shall, notwithstanding the definition of Equipment Cost for an Item of Equipment set forth in the Lease, which is hereby superseded with respect to Equipment described in this Restated Lease Supplement No. 3A, be equal to the aggregate Equipment Cost stated in Schedule II to this Restated Lease Supplement No. 3A divided by the total number of cars described on such Schedule II.
3. Additional Term. Commencing on April 30, 2010 (the "Additional Term Commencement Date") and ending upon the first to occur of (i) April 30, 2013 or (ii) the Termination Date.
4. Basic Rent. Basic Rent for each Item of Equipment shall be determined based on the Applicable Rate in effect two (2) Business Days prior to the Additional Term Commencement Date and shall be equal to the relevant Interest Component plus the Principal Component for such Item of Equipment, such components to be determined by dividing (x) such components for all Items of Equipment, as set forth on Schedule III of this Restated Lease Supplement No. 3A, by (y) the total number of Items of Equipment covered by this Restated Lease Supplement No. 3A. The Basic Rent shall be payable in semi-annual installments during the Additional Term on the Rent Payment Dates, as set forth on Schedule III of this Restated Lease Supplement No. 3A.
5. Casualty Loss Values: For any date, the amount determined by multiplying the Equipment Cost of the relevant Item of Equipment by the percentage set forth opposite

the relevant Casualty Loss Value Payment Date as set forth on Schedule IV to this Restated Lease Supplement No. 3A.

6. Certain Values

<u>Expiration of.</u>	<u>Maximum Lessee Risk Amount:</u>	<u>Maximum Lessor Risk Amount:</u>	<u>End-of-Term Purchase Option Amount.</u>
Additional Term	\$11,000,000	\$3,820,000	\$29,640 per each Item of Equipment

7. Early Buyout Price The Early Buyout Price for each Item of Equipment is set forth on Schedule V to this Restated Lease Supplement No. 3A.

8. Restated Lease Supplement No. 3A. Upon its delivery, this Restated Lease Supplement No. 3A shall supersede and replace Lease Supplement No. 1, the Restated Lease Supplement and Restated Lease Supplement No. 2 and each of the Acceptance Notices delivered thereunder and shall be a "Lease Supplement" for all purposes of the Lease.

The Lessor shall make such filings under Section 3 of the Lease as it shall reasonably determine are necessary or prudent of or with respect to this Restated Lease Supplement No. 3A.

9. **THIS RESTATED LEASE SUPPLEMENT NO. 3A AND ITS TERMS AND CONDITIONS ARE HEREBY INCORPORATED BY REFERENCE IN THE LEASE.**

10. **THIS RESTATED LEASE SUPPLEMENT NO. 3A ALONG WITH A CERTIFIED COPY OF THE LEASE SHALL CONSTITUTE CHATTEL PAPER FOR PURPOSES OF THE UNIFORM COMMERCIAL CODE. NO SECURITY INTEREST IN THE LEASE MAY BE CREATED THROUGH THE TRANSFER OF POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1 OF THIS RESTATED LEASE SUPPLEMENT NO. 3A.**

IN WITNESS WHEREOF, the parties hereto have caused this Restated Lease Supplement No. 3A to be duly executed by their duly authorized representatives as of the 30th day of April, 2010.

Lessor:

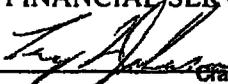
SIEMENS FINANCIAL SERVICES, INC.

Attest:

By

Name: _____
Title: _____

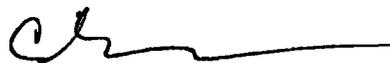
By:


Name: Craig L. Johnson
Vice President
and
Title: Head of Rating - COFUS

By

Name _____
Title _____

By


Name: Christine Padle
Title: VP - Controller

Lessee:

ALABAMA POWER COMPANY

Attest

By.

Name _____
Title _____

By

Name: _____
Title: _____

THIS IS COUNTERPART NO. ____ OF FIVE (5) SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1

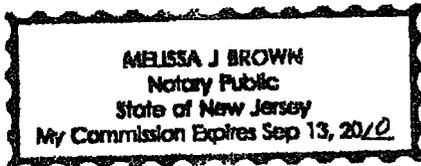
STATE OF New Jersey

COUNTY OF Madison ss:

On this 29th day of April, 2010, before me personally appeared Greg L. Johnson to me personally known, who being by me duly sworn, says [s]he is the VP of SIEMENS FINANCIAL SERVICES, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melissa J Brown
Notary Public

[NOTARIAL SEAL]



My Commission Expires: 9/13/2010

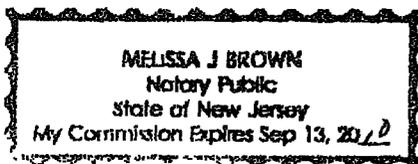
STATE OF New Jersey

COUNTY OF Madison, ss.

On this 29th day of April, 2010, before me personally appeared Christina Padula to me personally known, who being by me duly sworn, says [s]he is the VP - Controller of SIEMENS FINANCIAL SERVICES, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melissa J Brown
Notary Public

[NOTARIAL SEAL]



My Commission Expires: 9/13/2010

IN WITNESS WHEREOF, the parties hereto have caused this Restated Lease Supplement No. 3A to be duly executed by their duly authorized representatives as of the 30th day of April, 2010.

Lessor:

SIEMENS FINANCIAL SERVICES, INC.

Attest:

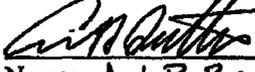
By: _____
Name: _____
Title: _____

Lessee:

ALABAMA POWER COMPANY

Attest.

By: _____
Name: _____
Title: _____

By: 
Name: Art P. Beattie
Title: EVP, CFO, Treasurer

THIS IS COUNTERPART NO. _____ OF FIVE (5) SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF Alabama

COUNTY OF Blount, ss

On this 29 day of Apr., 2010, before me personally appeared Art Bentler, to me personally known, who being by me duly sworn, says [s]he is the Executive Vice President of ALABAMA POWER COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Hight
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 10/19/2013

SCHEDULE I
TO RESTATED LEASE SUPPLEMENT NO. 3A

500 Mechanized Rapid Discharge® V Coal Cars – 4418 Cubic Foot Capacity

Car Numbers:

JHMX99001 – JHMX99007 (7 cars)
JHMX99009 – JHMX99014 (6 cars)
JHMX99016 – JHMX99019 (4 cars)
JHMX99021 – JHMX99028 (8 cars)
JHMX99030 – JHMX99087 (58 cars)
JHMX99089 – JHMX99136 (48 cars)
JHMX99138 – JHMX99193 (56 cars)
JHMX99195 – JHMX99248 (54 cars)
JHMX99250 – JHMX99256 (7 cars)
JHMX99258 – JHMX99265 (8 cars)
JHMX99268 – JHMX99271 (4 cars)
JHMX99273 – JHMX99287 (15 cars)
JHMX99289 – JHMX99310 (22 cars)
JHMX99312 – JHMX99327 (16 cars)
JHMX99329 – JHMX99334 (6 cars)
JHMX99336 – JHMX99354 (19 cars)
JHMX99356 – JHMX99391 (36 cars)
JHMX99393 – JHMX99399 (7 cars)
JHMX99401 – JHMX99406 (6 cars)
JHMX99409 – JHMX99416 (8 cars)
JHMX99423 – JHMX99424 (2 cars)
JHMX99426 (1 car)
JHMX99428 – JHMX99519 (92 cars)
JHMX99521 – JHMX99530 (10 cars)

SCHEDULE II
TO RESTATED LEASE SUPPLEMENT NO. 3A

Car Numbers:

JHMX99001 – JHMX99007 (7 cars)
JHMX99009 – JHMX99014 (6 cars)
JHMX99016 – JHMX99019 (4 cars)
JHMX99021 – JHMX99028 (8 cars)
JHMX99030 – JHMX99087 (58 cars)
JHMX99089 – JHMX99136 (48 cars)
JHMX99138 – JHMX99193 (56 cars)
JHMX99195 – JHMX99248 (54 cars)
JHMX99250 – JHMX99256 (7 cars)
JHMX99258 – JHMX99265 (8 cars)
JHMX99268 – JHMX99271 (4 cars)
JHMX99273 – JHMX99287 (15 cars)
JHMX99289 – JHMX99310 (22 cars)
JHMX99312 – JHMX99327 (16 cars)
JHMX99329 – JHMX99334 (6 cars)
JHMX99336 – JHMX99354 (19 cars)
JHMX99356 – JHMX99391 (36 cars)
JHMX99393 – JHMX99399 (7 cars)
JHMX99401 – JHMX99406 (6 cars)
JHMX99409 – JHMX99416 (8 cars)
JHMX99423 – JHMX99424 (2 cars)
JHMX99426 (1 car)
JHMX99428 – JHMX99519 (92 cars)
JHMX99521 – JHMX99530 (10 cars)

TOTAL NUMBER OF ITEMS OF EQUIPMENT: 500

AGGREGATE EQUIPMENT COST: \$19,000,000.00

SCHEDULE III
TO RESTATED LEASE SUPPLEMENT NO. 3A

Intentionally Omitted

SCHEDULE IV
TO RESTATED LEASE SUPPLEMENT NO. 3A

Casualty Loss Values

Intentionally Omitted

SCHEDULE V
TO RESTATED LEASE SUPPLEMENT NO. 3A

EBO Purchase Date	Early Buyout Price
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Intentionally Omitted	
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 4/30/10



Robert W Alvord