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June 23, 2016

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 Schedule No. 1 to Master Lease Agreement, dated as of June 23, 2016, 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 re:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Lessee: Alabama Power Company  
600 North 18<sup>th</sup> Street / 14N-8163  
Birmingham, AL 35202

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

264 railcars within the series JHMX 991159 – JHMX 991560 as more particularly set forth on the attachment to the document.

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

Memorandum of Schedule No. 1 to Master Lease Agreement.

Section Chief  
June 23, 2016  
Page 2

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 "y" at the end.

Claire E. Murphy

CEM  
Enclosures

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #1 TO  
MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**ALABAMA POWER COMPANY**

**as Lessee**

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**MEMORANDUM OF SCHEDULE #1 TO MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #1 TO MASTER LEASE AGREEMENT is effective as of June 23, 2016, by and between MIDWEST RAILCAR CORPORATION, an Illinois corporation (“Lessor”), and ALABAMA POWER COMPANY, an Alabama corporation (“Lessee”), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated June 23, 2016 between Lessor and Lessee to the Master Lease Agreement effective June 23, 2016 between Lessor and Lessee (the “Lease”).
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Master Lease Agreement to be executed as of the date first above written.

**Lessor**

**MIDWEST RAILCAR CORPORATION**



By: \_\_\_\_\_  
Printed  
Name: Richard M. Folio  
Title: Executive Vice President  
Date: 6/15/2016

**Lessee**

**ALABAMA POWER COMPANY**

**ATTEST:**

By: \_\_\_\_\_  
Printed  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Printed  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**MEMORANDUM OF SCHEDULE #1 TO MASTER LEASE AGREEMENT**

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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Master Lease Agreement to be executed as of the date first above written.

**Lessor**

**MIDWEST RAILCAR CORPORATION**

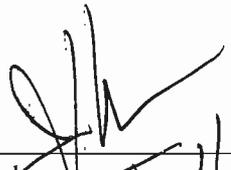
By: \_\_\_\_\_  
Printed  
Name: Richard M. Folio  
Title: Executive Vice President  
Date: \_\_\_\_\_

**Lessee**

**ALABAMA POWER COMPANY**

**ATTEST:**

By: Amy Blankenship  
Printed  
Name: Amy Blankenship  
Title: Asst. Corporate Secretary  
Date: 6/17/2016

By:   
Printed  
Name: Jim E. Loken  
Title: SVP/SPO  
Date: 16 Jun/16

STATE OF MARYLAND  
CITY/COUNTY OF BALTIMORE, TO WIT:

On this 15<sup>th</sup> day of June, 2016 before me appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, that said instrument was signed on June    , 2016 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 20, 2005~~  
7/8/18  
[Notarial Seal]

Henryka W. Grylic Craig  
Notary Public

My commission expires: 7/8/18

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

I, \_\_\_\_\_, a Notary Public in and for said County in said State, hereby certify that \_\_\_\_\_, whose name as \_\_\_\_\_ of Alabama Power Company, an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, (s)he, as such \_\_\_\_\_ and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the \_\_\_\_\_ day of \_\_\_\_\_, 2016.

[Notarial Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF MARYLAND,  
CITY/COUNTY OF \_\_\_\_\_, TO WIT:

On this \_\_\_\_ day of June, 2016 before me appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, that said instrument was signed on June \_\_\_\_, 2016 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF Alabama )  
COUNTY OF Blount )

I, Sandra L. Robinson, a Notary Public in and for said County in said State, hereby certify that Jim Heilbron, whose name as Senior Vice President and SPO of Alabama Power Company, an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, (s)he, as such Sr. Vice President and SPO and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 16 day of June, 2016.

[Notarial Seal]

Sandra L. Robinson  
Notary Public

My commission expires: 10-25-17

**EXHIBIT A**  
**DESCRIPTION OF RAILCARS**

Two hundred sixty-four (264) railcars with Reporting Marks and Numbers as follows:

JHMX991159	JHMX991203	JHMX991245
JHMX991160	JHMX991204	JHMX991247
JHMX991161	JHMX991205	JHMX991249
JHMX991162	JHMX991206	JHMX991250
JHMX991163	JHMX991207	JHMX991251
JHMX991164	JHMX991208	JHMX991253
JHMX991165	JHMX991209	JHMX991254
JHMX991166	JHMX991210	JHMX991255
JHMX991167	JHMX991211	JHMX991256
JHMX991168	JHMX991212	JHMX991257
JHMX991169	JHMX991213	JHMX991258
JHMX991170	JHMX991214	JHMX991259
JHMX991171	JHMX991216	JHMX991260
JHMX991172	JHMX991217	JHMX991261
JHMX991173	JHMX991218	JHMX991262
JHMX991174	JHMX991219	JHMX991263
JHMX991175	JHMX991220	JHMX991264
JHMX991178	JHMX991221	JHMX991265
JHMX991180	JHMX991222	JHMX991266
JHMX991181	JHMX991223	JHMX991269
JHMX991183	JHMX991224	JHMX991270
JHMX991184	JHMX991225	JHMX991271
JHMX991185	JHMX991226	JHMX991272
JHMX991186	JHMX991227	JHMX991273
JHMX991187	JHMX991228	JHMX991274
JHMX991188	JHMX991229	JHMX991275
JHMX991189	JHMX991230	JHMX991276
JHMX991190	JHMX991231	JHMX991277
JHMX991191	JHMX991232	JHMX991278
JHMX991192	JHMX991233	JHMX991279
JHMX991193	JHMX991234	JHMX991280
JHMX991194	JHMX991235	JHMX991283
JHMX991195	JHMX991237	JHMX991284
JHMX991196	JHMX991238	JHMX991285
JHMX991197	JHMX991239	JHMX991286
JHMX991198	JHMX991240	JHMX991287
JHMX991199	JHMX991241	JHMX991288
JHMX991200	JHMX991242	JHMX991289
JHMX991201	JHMX991243	JHMX991290
JHMX991202	JHMX991244	JHMX991291

JHMX991292	JHMX991460	JHMX991507
JHMX991293	JHMX991461	JHMX991508
JHMX991294	JHMX991462	JHMX991509
JHMX991295	JHMX991463	JHMX991510
JHMX991296	JHMX991464	JHMX991511
JHMX991297	JHMX991465	JHMX991512
JHMX991298	JHMX991466	JHMX991513
JHMX991299	JHMX991467	JHMX991514
JHMX991300	JHMX991468	JHMX991515
JHMX991301	JHMX991469	JHMX991516
JHMX991302	JHMX991470	JHMX991517
JHMX991303	JHMX991471	JHMX991518
JHMX991304	JHMX991472	JHMX991519
JHMX991305	JHMX991473	JHMX991520
JHMX991307	JHMX991474	JHMX991521
JHMX991308	JHMX991475	JHMX991522
JHMX991309	JHMX991476	JHMX991523
JHMX991310	JHMX991477	JHMX991524
JHMX991311	JHMX991478	JHMX991525
JHMX991312	JHMX991479	JHMX991526
JHMX991314	JHMX991480	JHMX991527
JHMX991315	JHMX991481	JHMX991528
JHMX991316	JHMX991482	JHMX991529
JHMX991317	JHMX991483	JHMX991530
JHMX991318	JHMX991484	JHMX991531
JHMX991319	JHMX991485	JHMX991532
JHMX991320	JHMX991487	JHMX991533
JHMX991441	JHMX991488	JHMX991534
JHMX991442	JHMX991489	JHMX991536
JHMX991443	JHMX991490	JHMX991537
JHMX991444	JHMX991491	JHMX991538
JHMX991445	JHMX991492	JHMX991539
JHMX991446	JHMX991493	JHMX991540
JHMX991447	JHMX991494	JHMX991541
JHMX991448	JHMX991495	JHMX991542
JHMX991449	JHMX991496	JHMX991544
JHMX991450	JHMX991497	JHMX991545
JHMX991451	JHMX991498	JHMX991546
JHMX991452	JHMX991499	JHMX991547
JHMX991453	JHMX991500	JHMX991548
JHMX991454	JHMX991501	JHMX991549
JHMX991455	JHMX991502	JHMX991550
JHMX991456	JHMX991503	JHMX991551
JHMX991457	JHMX991504	JHMX991552
JHMX991458	JHMX991505	JHMX991553
JHMX991459	JHMX991506	JHMX991554

JHMX991555  
JHMX991556  
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JHMX991558  
JHMX991559  
JHMX991560

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and 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, 2016

  
\_\_\_\_\_  
Claire E. Murphy