

RECORDATION NO 26513-F FILED
August 19, 2013 04:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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August 19, 2013

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 August 19, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 22257 and 26513.

The name and address of the party to the enclosed document is:

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

[Lessee: Alabama Power Company
600 North 18th Street
Birmingham, Alabama 35203]

Section Chief
August 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

All railroad equipment covered by the lease and related documents filed under Recordation Numbers 22257 and 26513 is TERMINATED.

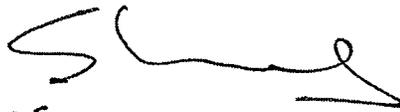
A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

NOTICE OF TERMINATION OF LEASE

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. 3, incorporating by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of July 21, 1999 between Lessor, and ALABAMA POWER COMPANY, as Lessee (the "Lessee") (as amended by that certain Amendment No. 1 dated as of August 17, 2006 and that certain Amendment No. 2 dated as of August 17, 2010 and as further amended and supplemented from time to time) (the "Lease") as it affects the railroad equipment at any time described in that Lease (the "Railroad Equipment").

The original Equipment Leasing Agreement was duly filed and recorded with the Surface Transportation Board ("Board") on July 21, 1999 under Recordation Number 22257, 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 a primary recordation and as secondary recordations under Recordation Numbers 22257 and 26513. 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: August 19, 2013.

SIEMENS FINANCIAL SERVICES, INC., Lessor

By: 

Printed Name: Michael Holvik
Title: VP, Head of Business Administration
Project and Structured Finance
Infrastructure, Cities and Industry

State of New Jersey)
County of Middlesex)

ss.

On this 16 day of August, 2013, before me personally appeared Michael Holvik, to me personally known, who, being duly sworn did say that (s)he is a Vice President of SIEMENS FINANCIAL SERVICES, INC., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My commission expires:

Katherine Forbes-Hunter
Notary Public Of The State Of New Jersey
My Commission Expires
September 5, 2017
ID # 2424802

Exhibit A

1. Equipment Leasing Agreement, dated as of July 21, 1999, between First Security Bank, National Association (predecessor to Wells Fargo Bank Northwest, National Association), Lessor, and Alabama Power Company, Lessee, filed with the Board on July 21, 1999 at 2:30 p.m. under Recordation Number 22257.
2. Lease Supplement No. 1, dated as of July 21, 1999, between First Security Bank, National Association, Lessor, and Alabama Power Company, Lessee, filed with the Board on July 21, 1999 at 2:30 p.m. under Recordation Number 22257-A.
3. Acceptance Notice, dated as of July 21, 1999, between First Security Bank, National Association, Lessor, and Alabama Power Company, Lessee, filed with the Board on July 21, 1999 at 2:30 p.m. under Recordation Number 22257-B.
4. Lease Supplement No. 2, dated as of August 17, 1999, between First Security Bank, National Association, Lessor, and Alabama Power Company, Lessee, filed with the Board on August 17, 1999 at 1:15 p.m. under Recordation Number 22257-C.
5. Acceptance Notice, dated as of August 17, 1999, between First Security Bank, National Association, Lessor, and Alabama Power Company, Lessee, filed with the Board on August 17, 1999 at 1:15 p.m. under Recordation Number 22257-D.
6. Restated Lease Supplement, dated as of August 17, 1999, between First Security Bank, National Association, Lessor, and Alabama Power Company, Lessee, filed with the Board on August 17, 1999 at 1:15 p.m. under Recordation Number 22257-E.
7. Restated Lease Supplement No. 2, dated as of August 17, 2006, between Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee, filed with the Board on August 17, 2006 at 11:26 a.m. under Recordation Number 26513.
8. Amendment No. 1 to Equipment Leasing Agreement, dated as of August 17, 2006, between Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee, filed with the Board on August 17, 2006 at 11:40 a.m. under Recordation Number 26513-A.
9. Assignment and Assumption Agreement, dated as of August 17, 2006, between Wells Fargo Bank Northwest, National Association, as Assignor, and Siemens Financial Services, Inc., as Assignee, filed with the Board on August 17, 2006 at 11:45 a.m. under Recordation Number 26513-B.
10. Restated Lease Supplement No. 3, dated as of August 17, 2010, between

**Siemens Financial Services, Inc., Lessor, and Alabama Power Company, Lessee,
filed with the Board on August 17, 2010 at 4:00 p.m. under Recordation Number
26513-D.**

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: 8/19/13

Edward M Luria
Edward M. Luria