

WE # 61700-51-0003-7  
Sta 1+20 (w. the by)  
to  
Sta 1+130 (+-)

In the SE 1/4 of NE 1/4 of  
Section 21, Township  
22 South, Range 2 West,  
Shelby County, ALABAMA



**Norfolk Southern Corporation**

Real Estate  
1200 Peachtree Street, N.E.  
12<sup>th</sup> Floor  
Atlanta, GA 30309-3504

1) 29.0 70184312

**Sheila K. Billingsley**

Property Manager  
Phone: (404) 962-5650  
Mobile: (404) 558-7503  
FAX: (404) 653-3422  
E-Mail: [skbillin@nscorp.com](mailto:skbillin@nscorp.com)

December 4, 2006  
Activity No. 1094329



20071108000516260 1/13 \$47.50  
Shelby Cnty Judge of Probate, AL  
11/08/2007 01:06:16PM FILED/CERT

Mr. Jerry D. Roberson  
Alabama Power  
600 North 18<sup>th</sup> Street  
P. O. Box 2641  
Birmingham, Alabama 35291

**RE: Calera, Shelby County, Alabama** - Wire line crossing located at Mile Post 129 minus 2,581 feet (No. 18 of the Letter Agreement revised April 3, 2006); application fee \$500.00; crossing fee \$2,500.00.

Dear Mr. Roberson:

In response to your submission of the referenced application, please be advised that under the terms of the "Letter Agreement" between our respective companies dated February 14, 2006 and revised April 3, 2006, construction of the referenced crossing is approved in accordance with and limited to the installation shown on drawing attached hereto as Exhibit A and made a part hereof. Enclosed is an original counterpart of the Letter Agreement which covers No. 18.

Receipt of Check No. 0003082 in the amount of \$3,000.00 dated October 9, 2006, as payment of the above fees is hereby acknowledged.

Insurance requirements for this and other projects for Southern Company and its subsidiaries have been approved by Railway Risk Manager, Mr. Scott Dickerson, through April 30, 2007. If you have questions regarding insurance, Mr. Dickerson's telephone number is 757/629-2364.

Please contact the following Railway personnel at least one week prior to the beginning of construction within Railway's right-of-way to schedule protection and inspection for this project.

Mr. W. B. Kerchof, Alabama Div. Engineer, Birmingham, AL - (205) 951-4723

Mr. R. B. Smith, Alabama Div. C&S, Birmingham, AL - (205) 951-8069

The Division Engineer will advise you of the costs for protection.

Very truly yours,

Sheila K. Billingsley

SKB/blp:iManage#425160v1  
Enclosures - as indicated



425637.1

DEC 05 2006

NS INTERNAL PROCESSING FORM FOR APPLICATION FOR WIRE LINE AGREEMENT, FORM 11600

I.D. No. 24

BARBARA PRESSLEY

Date Issued: \_\_\_\_\_ Date Received: \_\_\_\_\_

REAL ESTATE & CONTRACT SERVICES: (RE&CS File I.D. No. 1094743)

70184312

- 1. Upon receipt of completed application and drawing, add application I.D. Number to this Form and to Form 11600.
- 2. Complete the information in this section and attach Form 11600 and the drawing to this page.
- 3. Forward a copy of this form and all attachments to the Office of Chief Engineer, Signal and Electrical and the Division Superintendent.

UTILITY REQUESTED: Wire Line Upgrade  Crossing  Parallel Occupation

Applicant: Alabama Power Company

Formal NS Railroad Name: Southern Railway Company

Operating Division: Alabama

Reporting Location (City, State): Calera, Alabama

(Distance, Direction, and Prefix or Suffix): M.P. 130-N minus 1320 feet

Is there existing agreements covering the wire line?  Yes  No

If yes, identify and attach copies: \_\_\_\_\_

Does the applicant have a master agreement that will cover the wire line?  Yes  No

If yes, identify Negotiations in process

Has Railroad negotiated any special agreement language with this applicant (indemnification, self-insurance, No

If yes, specify: \_\_\_\_\_

Does this installation serve a Railroad facility or a Railroad tenant?  Yes  No

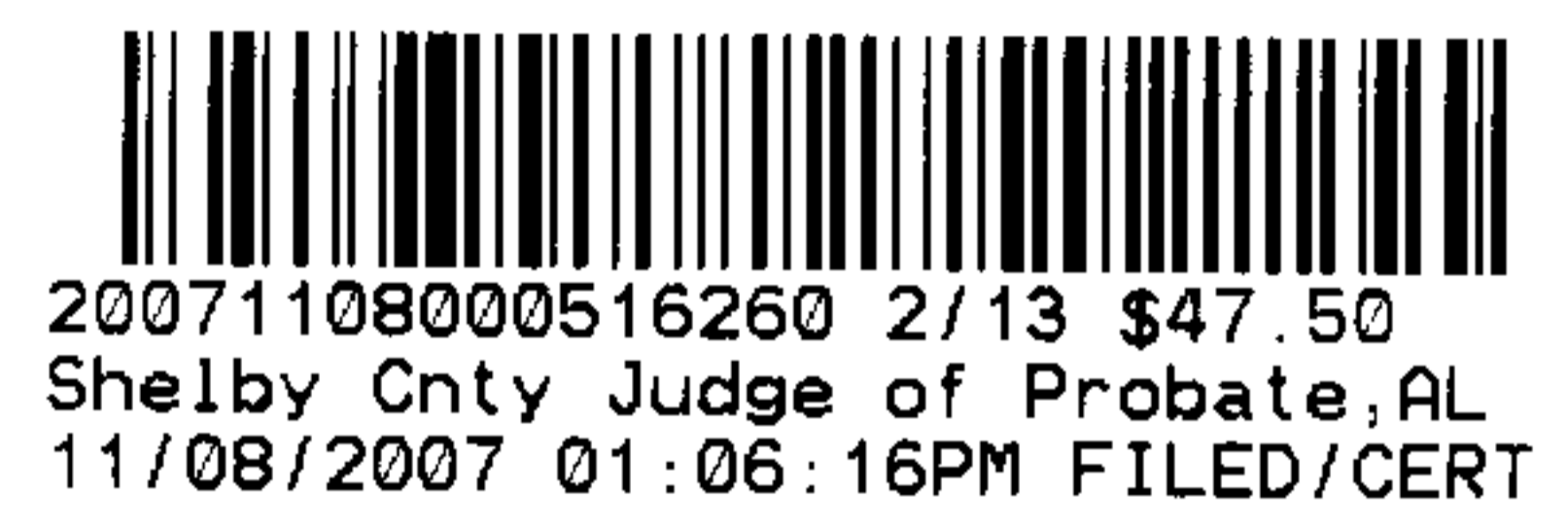
If yes, specify: \_\_\_\_\_

Approved by: Barbara Pressley Date: 11/10/06

OFFICE OF CHIEF ENGINEER, SIGNAL AND ELECTRICAL:

[S&E File I.D. No. \_\_\_\_\_] Date Received: \_\_\_\_/\_\_\_\_/\_\_\_\_

Review application and complete this section. Forward with all attachments to Real Estate And Contract Services



Approved by: \_\_\_\_\_

OFFICE OF CHIEF ENGINEER, DESIGN AND CONSTRUCTION:

[S&E File I.D. No. \_\_\_\_\_] Date Received: \_\_\_\_/\_\_\_\_/\_\_\_\_

Review application and complete this section. Forward with all attachments to Real Estate And Contract Services

CITY: CALERA STATE: AL

MP 130-N  Plus  Minus 3,295 feet

RR: SCV  V  136

R/W: 50'/50'

PARCEL NO. 4

If applicable, has applicant provided sufficient evidence that wire line/cable is located entirely within the confines of a public street?

Yes  No

Will there be any additional facilities on the right of way?  Yes  No

If yes, specify: \_\_\_\_\_

List any other special provisions to be included: \_\_\_\_\_

Shelby County, AL 11/08/2007 State of Alabama Deed Tax: \$.50

Approved by: M.S. DEWBERRY/B.P. Date: 12/1/06

42095701  
70184312

**APPLICATION FOR PIPE OR WIRE OCCUPANCY**  
(Please fill out questions 1-7 and include these pages with your application)

Please answer all questions and return to:

**DMJM+HARRIS**  
260 South Broad Street  
Suite 1500  
Philadelphia, PA 19102  
(215) 735-0832  
Attn: NS Pipe and Wire Administrator


1) Legal Name and Address of Applicant (party to agreement)  
Legal Name\*\*: ALABAMA POWER COMPANY  
Street: 600 NORTH 18TH STREET, P.O. BOX 2641  
City: BIRMINGHAM State: AL Zip: 35291

\*\*Please ensure that the exact legal name is provided with no abbreviations. This name will be used for agreement preparation, as well as the information below.

2) Applicant (party to agreement) is a:  
 Corporation – give state of formation: Alabama  
 Limited Partnership – give state of formation: \_\_\_\_\_  
 General Partnership – give state of formation: \_\_\_\_\_  
 Sole Proprietorship – give state of formation: \_\_\_\_\_  
 Individual  
 Government Entity  
 Other: \_\_\_\_\_

3) Name and Address of Applicant's Representative:  
Name: JERRY ROBERSON  
Title: CHIEF TECHNICAL SPECIALIST  
Company: ALABAMA POWER COMPANY  
Street: 600 NORTH 18TH STREET, P.O. BOX 2641  
City: BIRMINGHAM State: AL Zip: 35291  
Telephone: (205) 257-4643 Fax: (205) 257-1220  
E-Mail Address: JDRBERS@SOUTHERNCO.COM

4) Location of Proposed Facility:  
City/Municipality: CALERA County: SHELBY State: AL  
Name of Closest Street Crossing of Railroad: HWY 25  
Street Grade Crossing AARDOT #: \_\_\_\_\_  
GPS Coordinates: Latitude \_\_\_\_\_ Longitude \_\_\_\_\_  
Footage (1320) and direction (N/S/E/W) from Railroad Mile Post No. 130.8  
or center of public Highway Crossing or Bridge \_\_\_\_\_  
(Name of Street)

  
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5) Will Facility be Located Entirely Within Confines of a Public Right of Way?

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( ) Yes \* (x) No

\* If yes, provide conclusive evidence for verification in the form of a letter or memo from the appropriate Road Authority indicating that proposed installation is acceptable to the Road Authority

Street width: \_\_\_\_\_ Street Right of Way width: \_\_\_\_\_

Road Authority Responsible for Street Maintenance

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Contact: \_\_\_\_\_

Telephone: \_\_\_\_\_

6) Proposed Facility to be Installed is a:

( ) New facility (x) Upgrade of an existing facility\*

\*If an upgrade, please identify and attach copy of current agreement for the facility.

7) Proposed Installation/Construction Date(s): \_\_\_\_\_

If application is approved, applicant agrees to reimburse the Railroad for any cost incurred by the Railroad incident to installation, maintenance, and/or supervision necessitated by this pipeline or wireline installation, and further agrees to assume all liability for accidents or injuries which arise as a result of this installation.

October 25, 2006  
Date

*Jerry B. Kellum*  
Signature



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Shelby Cnty Judge of Probate, AL  
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DMJM ■ ■ HARRIS



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### Aerial Wire Lines or Cable Lines (Complete all Applicable Information)

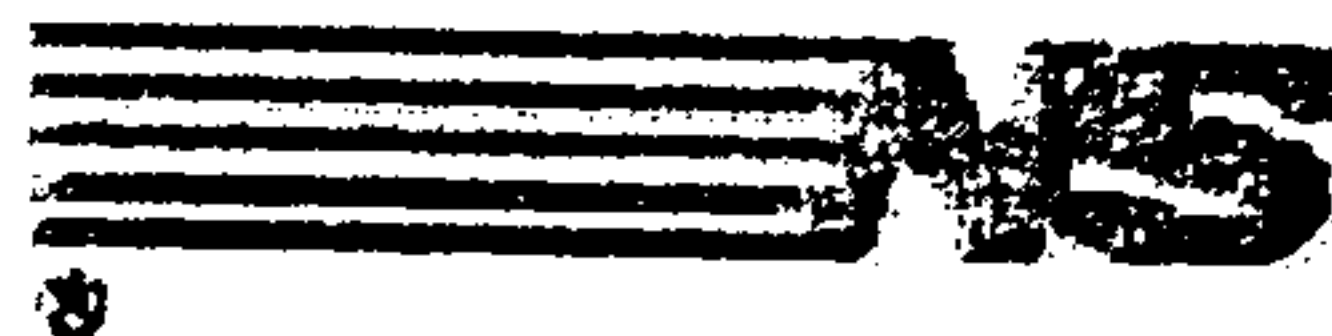
- a. Type of Proposed Installation:
  - i.  Transverse Crossing Only
  - ii.  Longitudinal (parallel to tracks) Occupancy Only
  - iii.  Longitudinal and Transverse Crossing(s)
  - iv.  Wire line in highway under railroad bridge
  - v.  Wire line on highway bridge over railroad
- b. Type of wire: ( ) Cable TV ( ) Telephone (  ) Electric Power ( ) Fiber Optic ( ) Other – please specify: \_\_\_\_\_
- c. Will poles be located on Railroad Company's right of way?  
( ) Yes (  ) No
- d. Are the poles existing or new poles? Steel or wood poles?  
(  ) Existing - (  ) Steel or ( ) Wood  
( ) New - ( ) Steel or ( ) Wood
- e. Will there be any guy wires on the Railroad right of way?  
( ) Yes, # of guy wires - \_\_\_\_\_ (  ) No
- f. Will wire line cross existing Railroad communication and/or signal lines?  
( ) Yes (  ) No
- g. Minimum height of wire above top of rail at 65oF 37 (ft.)  
Minimum height of wire above railroad communication and signal wires at 65oF \_\_\_\_\_ (ft.)
- h. Specification of Wire Line:
  - Gauge of Wire: 3-795 26/7 ACSR + 3/8" H.S. STEEL
  - Total Number of Wires: 4
  - Material of Wire: ALUMINUM + STEEL
  - Maximum circuit voltage (phase to ground): 69,000 VOLTS
  - Total Number of Fibers or pairs in FOC: \_\_\_\_\_
  - Cable type and capacity: 795 ACSR - 900 AMPS

All wire line applications shall include a Plan and Profile View of the proposed facility. See the NSCE-4 for the required format. Below is a suggested check-list for your plan development.

#### Plan View (See NSCE-4 Specification, Plate I)

- All railroad tracks
- Indicates distance (in feet) to Norfolk Southern Mile Post or Grade Crossing
- Angle of Crossing relative to railroad track(s)
- Dimensioned Property Lines
- Location of Poles and distance to butt of pole to nearest railroad track centerline
- Location of all existing railroad pole lines and all utility lines
- Indicate span length across tracks from pole to pole
- Location of Railroad pole lines or signal facilities
- Location of any above ground utilities

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NORFOLK SOUTHERN

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If proposed wire line is within highway limits or in the vicinity of a grade crossing, location and type of grade crossing traffic control devices (Mast flashers, cantilever flashers, gates, etc.) and clearance from existing devices to proposed wire line

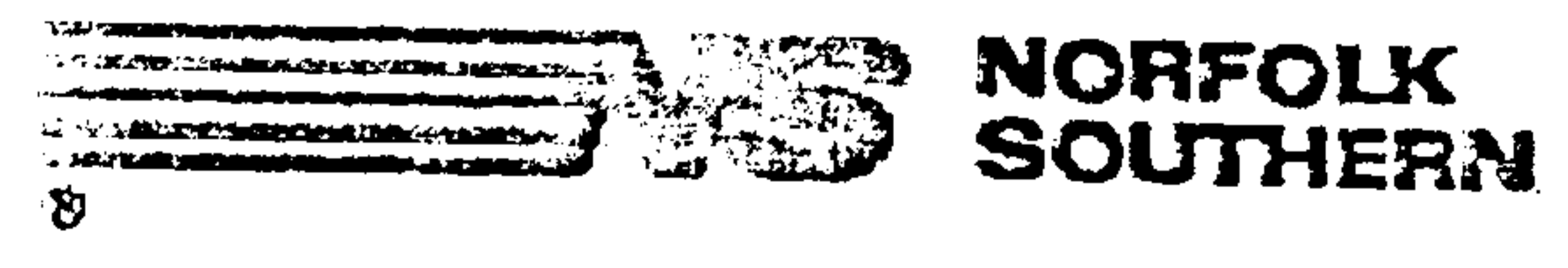
Cross Section View (See NSCE-4 Specification, Plate II)

- \_\_\_ All railroad tracks
- \_\_\_ Dimensioned Property Lines
- \_\_\_ Location of Poles and distance to butt of pole to nearest railroad track centerline
- \_\_\_ Vertical clearance from top of rail of all tracks to bottom of sag
- \_\_\_ Location of all existing railroad pole lines and all utility lines
- \_\_\_ Vertical clearance from existing railroad pole lines and proposed wire line
- \_\_\_ Indicate span length across tracks from pole to pole
- \_\_\_ If proposed wire line is within highway limits or in the vicinity of a grade crossing, location and type of grade crossing traffic control devices (Mast flashers, cantilever flashers, gates, etc.) and clearance from existing devices to proposed wire line



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Shelby Cnty Judge of Probate, AL  
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DMJM HARRIS



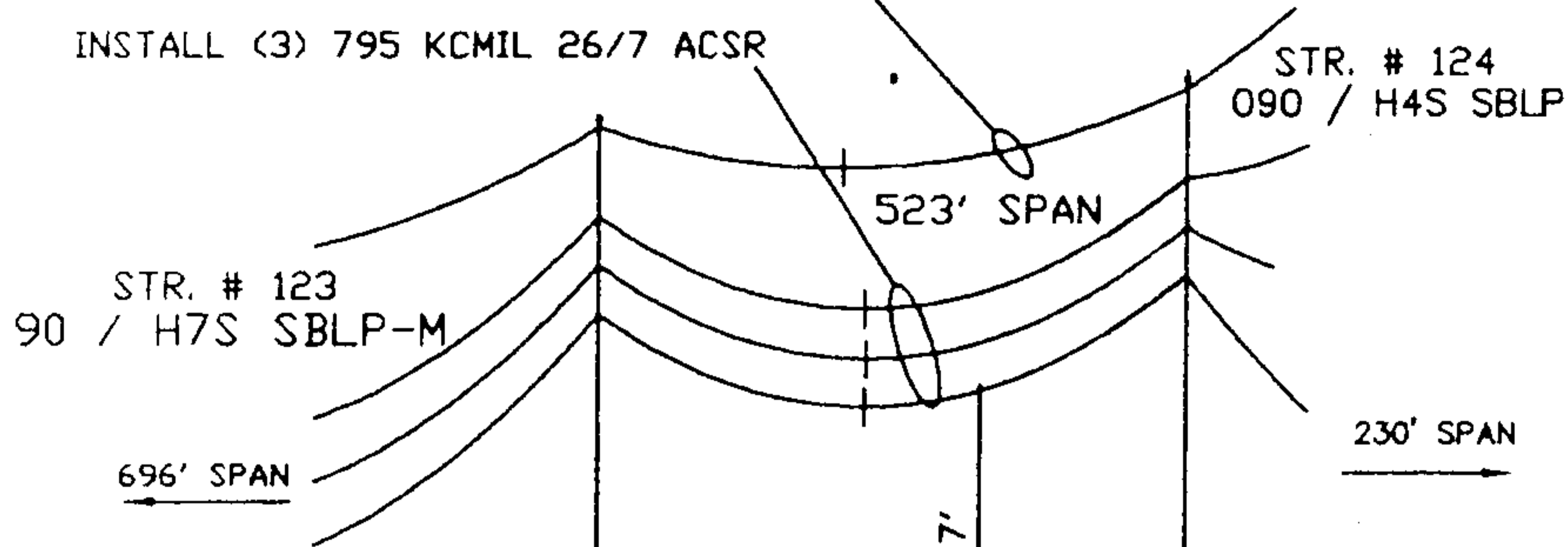
SHELBY COUNTY  
T-22-S, R-2-W  
S.E. 1/4 OF N.E. 1/4 SECTION 21

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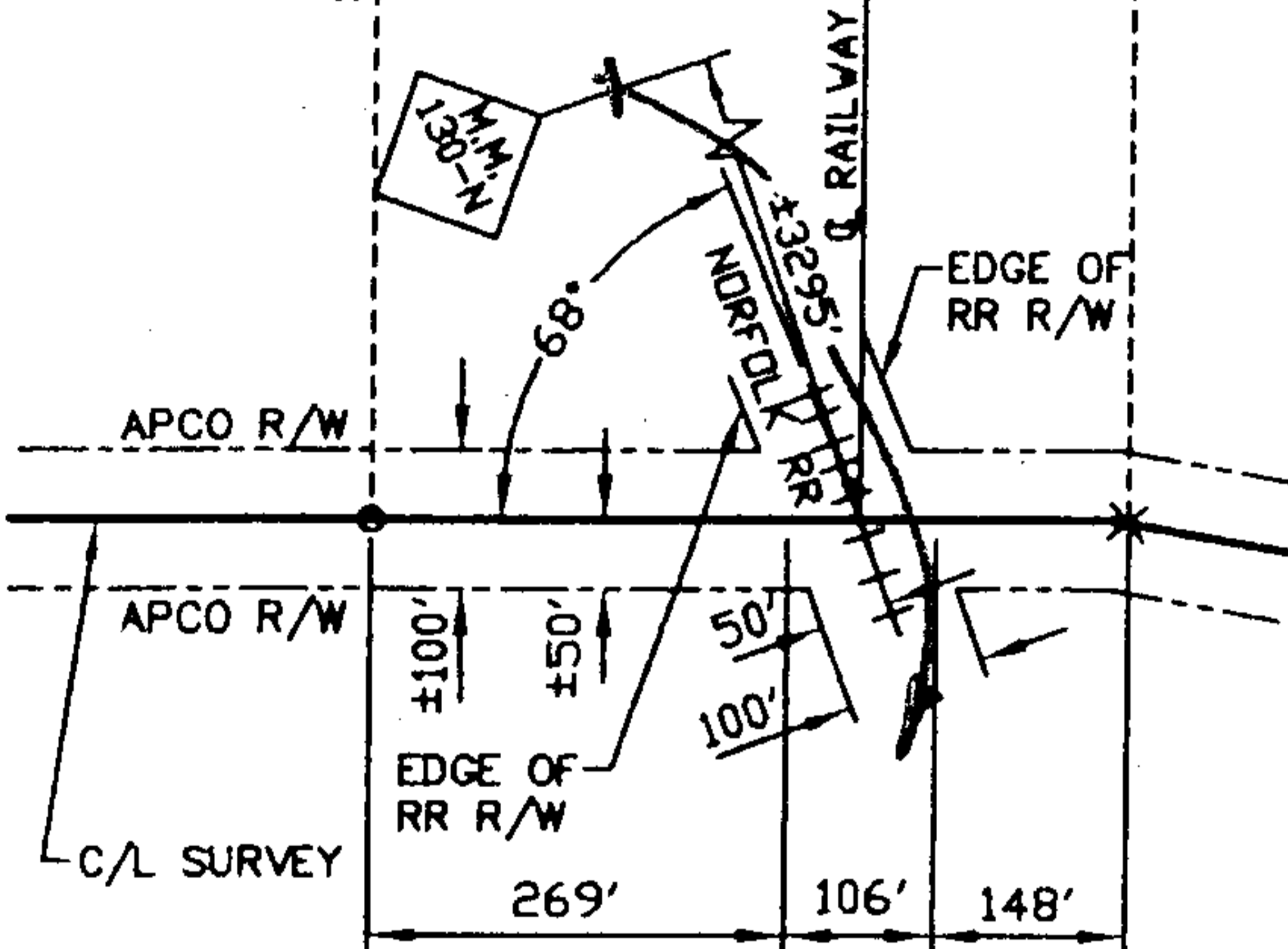
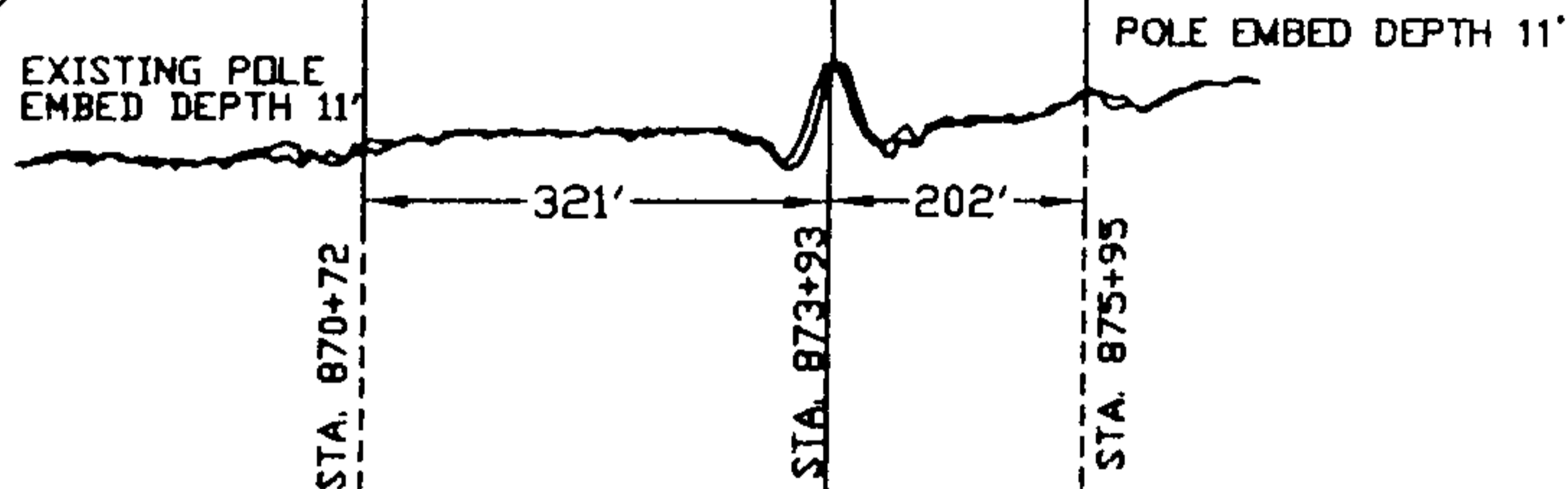
NOTE: THIS IS AN EXISTING CROSSING WITH NEW CONDUCTORS BEING INSTALLED!!

INSTALL (1) 3/8" H.S. STEEL SHEILD WIRES

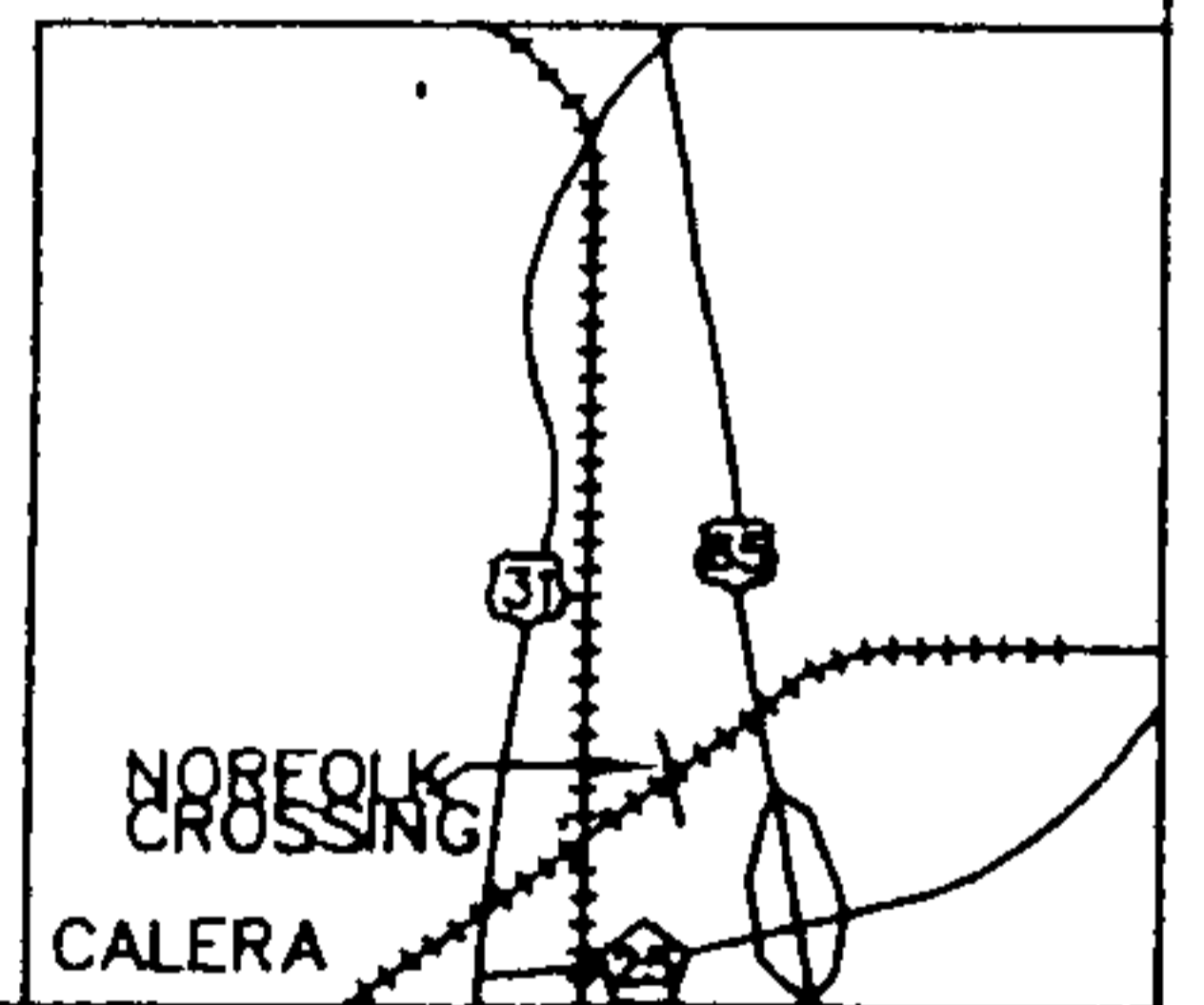
INSTALL (3) 795 KCMIL 26/7 ACSR



*CALERA, AL.  
120-3-524  
Sou. Rwy. V-84/28*



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- DESIGN SPECIFICATIONS:  
1) STRUCTURES DESIGNED FOR NESC 2002 MEDIUM LOADING, GRADE B CONSTRUCTION.  
2) CLEARANCES SHOWN AT 100% FINAL SAG.  
3) STRUCTURES ARE STEEL OR CONCRETE SINGLE POLE STRUCTURES

ACC LINE NAME:	CALERA - LAY DAM
ACC LINE NUMBER:	202
SO. DIV. DIVISION LINE NAME:	LAY DAM - BESSEMER STR. #62
SO. DIV. DIVISION LINE NUMBER:	125000
ACC LINE NAME:	CALERA - LAY DAM
ACC LINE NUMBER:	202
B'HAM DIV. DIVISION LINE NAME:	LAY DAM - BESSEMER 115KV (SOUTHERN SECTION)
B'HAM DIV. DIVISION LINE NUMBER:	1212A0A

LEGEND:  
● DENOTES POLE TO BE RETIRED  
X DENOTES POLE TO BE INSTALLED  
○ DENOTES EXISTING POLE  
▶ DENOTES GUY & ANCHOR TO BE RETIRED  
[---] DENOTES GUY & ANCHOR TO BE INSTALLED

COMPUTER PREPARED DRAWING. MAKE NO MANUAL CHANGES. RETURN TO POWER DELIVERY TRANSMISSION



DR	WRP	NO.	DATE	REVISION
DA	6/15/05	01	07/29/05	STR. NO. CHANGE
CK	JRM	02	10/19/06	ADDED R/W DIM'S

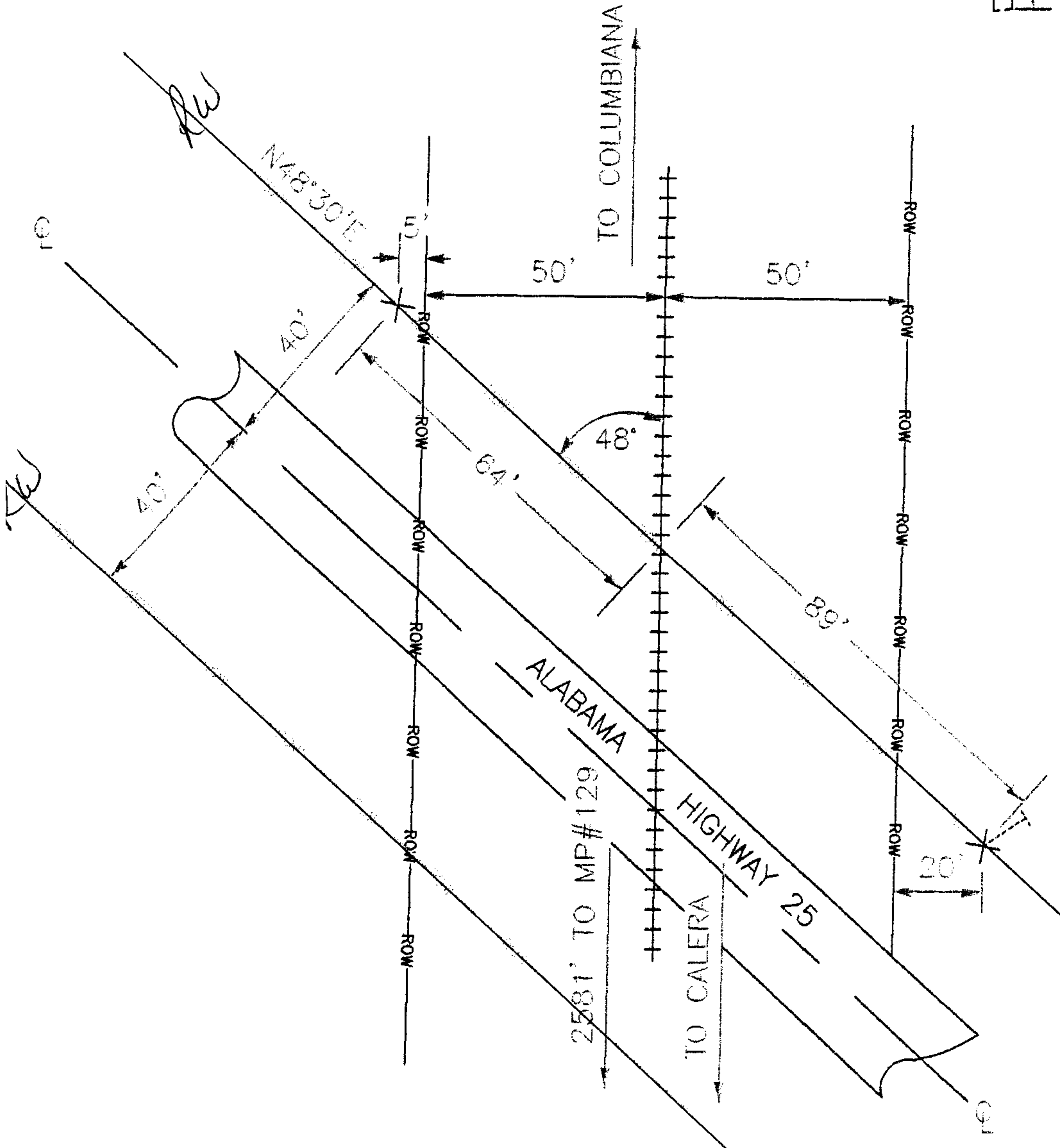
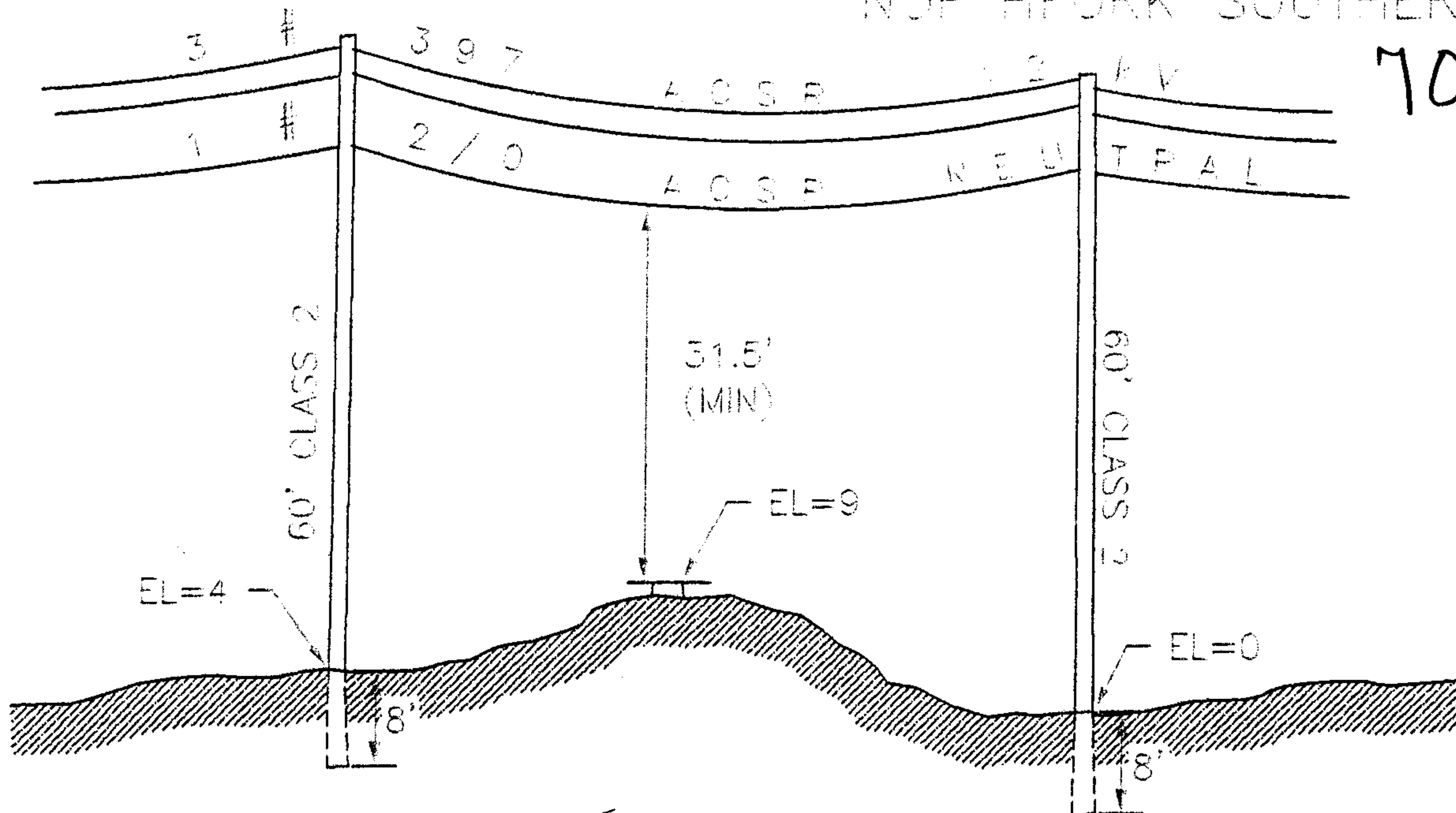
ALABAMA POWER COMPANY  
SUBJECT LAY DAM H.P.-CALERA T.S. TAP RECONDUCTOR  
DETAIL NORFOLK RAILROAD CROSSING  
BETWEEN STR. #123 AND STR. #124

APP. \_\_\_\_\_ DATE 6/15/05 SUPERSEDES \_\_\_\_\_ SCALE V: 1"=30' H: 1"=300' SH. 01 OF 01 SHEETS A-403998

EXHIBIT A

CALERA 12KV DISTRIBUTION  
 AERIAL CROSSING  
 NORTHFORK SOUTHERN R.R.

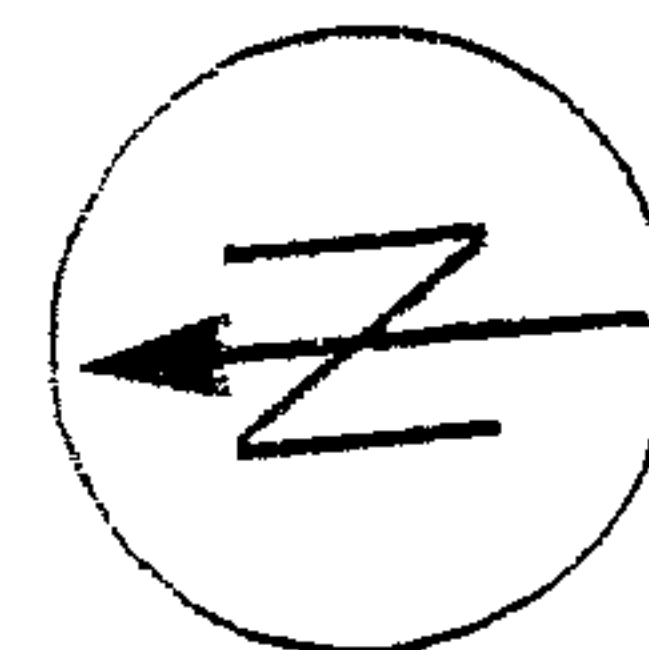
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SCALE:  
 VERT 1"=10'  
 HORIZ 1"=40'

NE1/4 OF SE1/4 SEC14  
 T-22S R2W  
 Shelby County, ALABAMA

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 Shelby Cnty Judge of Probate, AL  
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<b>ALABAMA POWER COMPANY</b>	
JOB	METRO SOUTH - VARNONS
DETAIL	APCo/HWY 25 CALERA ITEM 170-06-07
SCALE	1" = 100' PLOTTED 09-11-06
SHEET	1 OF 1 SHEETS   A

MAP REF:	SEC-14, TP-22S, R-2W
DRAWN	SLH ENGR E.HENDON DATE 09/11/06
APPROVED	DATE



70184312

April 3, 2006

Mr. Lou Cataland  
Director, Real Estate  
Norfolk Southern Corporation  
1200 Peachtree Street, N.E.  
12<sup>th</sup> Floor  
Atlanta, Georgia 30309-3504

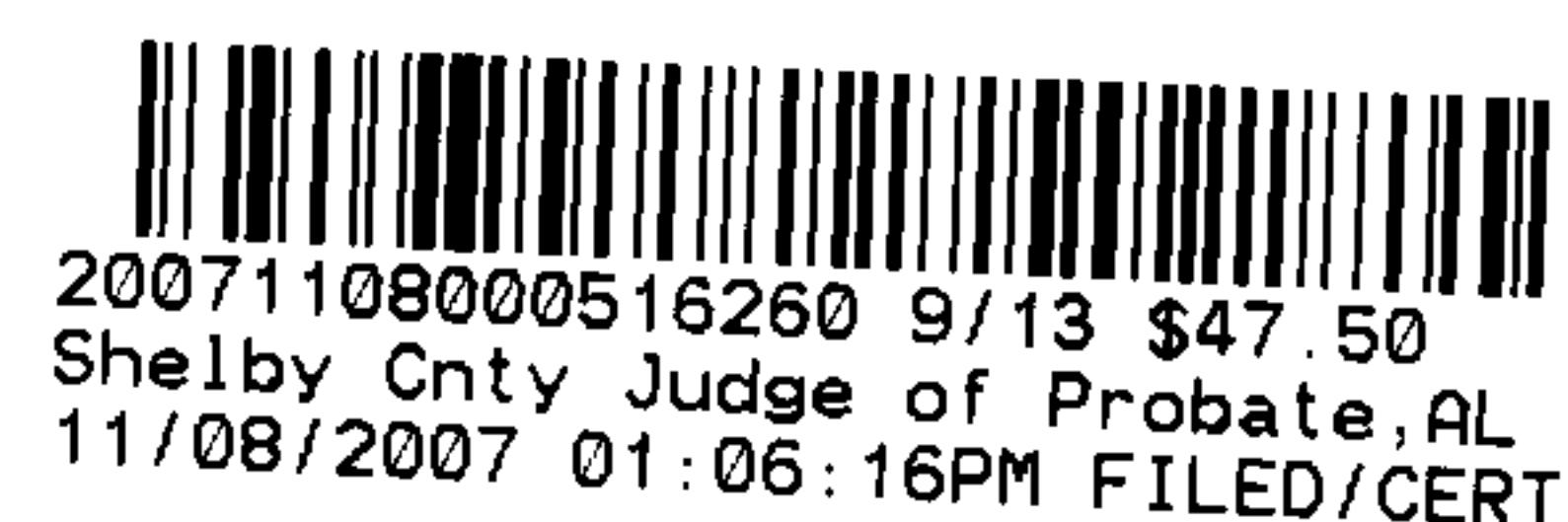


RE: Certain Wire Line Crossings of Norfolk Southern Railway Company and its  
Subsidiaries Rights-of-Way by Alabama Power Company

Dear Mr. Cataland:

We are encouraged by the recent progress made by our two companies towards reaching agreement on a master agreement for power line crossings of Norfolk Southern (and subsidiaries) rights-of-way. We anticipate finalizing a master agreement for such crossings in the near future. At present, we have pending applications to Norfolk Southern for the crossings described below and have submitted therewith the required drawings and \$500.00 application fees. We understand that these crossings have been approved by Norfolk Southern subject to Alabama Power Company giving Norfolk Southern prior notice of when the installation work will be done together with an additional payment for each crossing in the amount of \$2,500.00. The pending crossings are as follows:

1. Perpendicular crossing in Pell City, 123 feet west of Mile Post 266 (1083112);
2. Perpendicular crossing in Sawyerille-Hale County, Mile Post 63 plus 2204 (1083119);
3. Perpendicular crossing in Attalla, Mile Post 86 plus 2080 West (1083123);
4. Perpendicular crossing in Gadsden, Mile Post 86 plus 3650 (1083124);
5. Perpendicular crossing in Parrish, Mile Post 838 plus 530 feet southwest (1083143);
6. Perpendicular crossings in Plantersville, Dallas County, Mile Post 170+1952.7, both shown on APCO drawing number A-402259 (1083138).
7. Service line installation to serve Norfolk Southern's railroad cabinet at Lee County Road number 298 and 243 being located approximately 5010 feet northwesterly of Mile Post number 299 (in the SE ¼ of the NE ¼ of Section 23, Township 18 North, Range 29 East, Lee County, Alabama)
8. Perpendicular crossing off highway 43 near Thomasville, Clarke County, 2640 feet northerly of Mile Post number 55 shown on APCO drawing number A-404740.



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9. Upgrade of existing 46 Kv Tl near the Old Tuscaloosa Road and Planter Mill Road at a point approximately 690 feet westerly of Mile Post 840 in Walker County shown on APCO drawing number A-405692.

10. Relocation of existing poles and facilities near Jackson Street and Lock and Dam Road at a point approximately 316 feet northeasterly of Mile Post 244 in Marengo County as shown on APCO drawing number A-405621.

11. Perpendicular crossing off highway 78 near Brompton at a point 48 feet easterly of Mile Post 776 and shown on APCO drawing number 61500-00-0053-6 (2006).

12. Perpendicular crossing Flat Creek Road near Berry at a point 2940 feet southerly of Mile post number 2 and shown on APCO drawing number A-406511 in Fayette County, Alabama.

13. Upgrade of existing perpendicular crossing near Argo at a point 740 feet south of Mile Post number 121 and shown on APCO drawing number A-61500-50-0006-6 (2006) in St. Clair County, Alabama.

14. Perpendicular crossing near Sumter County Road number 21 and the Port of Epes highway at a point approximately 4410 feet easterly of the intersection of the Epes Industrial Board Spur. Said intersection is approximately 830 feet southwesterly of Mile Post number 251 and shown on APCO drawing number A-405103 in Sumter County, Alabama.

15. Perpendicular crossing near Sumter County Road number 21 and the Port of Epes highway at a point approximately 4380 feet easterly of the intersection of the Epes Industrial Board Spur. Said intersection is approximately 830 feet southwesterly of Mile Post number 251 and shown on APCO drawing number A-405102 in Sumter County, Alabama.

16. Perpendicular crossing near Sumter County Road number 21 and the Port of Epes highway at a point approximately 4400 feet easterly of the intersection of the Epes Industrial Board Spur. Said intersection is approximately 830 feet southwesterly of Mile Post number 251 and shown on a copy of APCO drawing A-406925 in Sumter County, Alabama.



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17. Upgrade of existing perpendicular crossing near Dogwoodhill Drive in Leeds at a point approximately 576 feet southwesterly of Mile Post number 421 in Section 33, Township 17 South, Range 1 East, Shelby County, Alabama and shown on a copy of APCO drawing 1822234 12229483.

18. Perpendicular crossing along the southeasterly side of highway 25 near Calera at a point approximately 2581 feet easterly of Mile Post number 129 in the NE ¼ of the SE ¼ of Section 14, Township 22 South, Range 2 West, Shelby County, Alabama (W E # 61700-51-0003-7).

Upon finalizing and executing the master agreement, the crossing described above would be governed by the terms and conditions of the master agreement and Alabama Power Company would pay any additional amounts due in addition to the \$3,000.00 paid for each of these crossings that may be provided for in the master agreement. Alabama Power Company and Norfolk Southern have agreed to work in good faith towards finalizing and executing the proposed master agreement as soon as possible. In the interim, the permission granted for the crossings described above will remain in effect and will be terminable only upon not less than sixty (60) days prior written notice by Norfolk Southern to Alabama Power Company that an identified crossing is not being maintained in accordance with industry (railroad and electric power) standards and that the crossing identified in such notice is terminated. Alabama Power Company shall perform any repairs deemed necessary by Norfolk Southern and shall provide notification to Norfolk Southern of all work performed promptly after its completion. In the event Alabama Power Company fails to take steps to perform any such repairs, including immediate steps in the event of an emergency, Norfolk Southern shall have the right, but not the obligation, to perform or have such repairs performed at the sole cost and expense of Alabama Power Company.

We appreciate your ongoing efforts in working toward finalizing the proposed master agreement as well as consideration of the crossings described herein. Please acknowledge the agreement of Norfolk Southern to the contents of this letter by executing a copy hereof and returning it to me.

Yours very truly,

  
Jerry D. Roberson

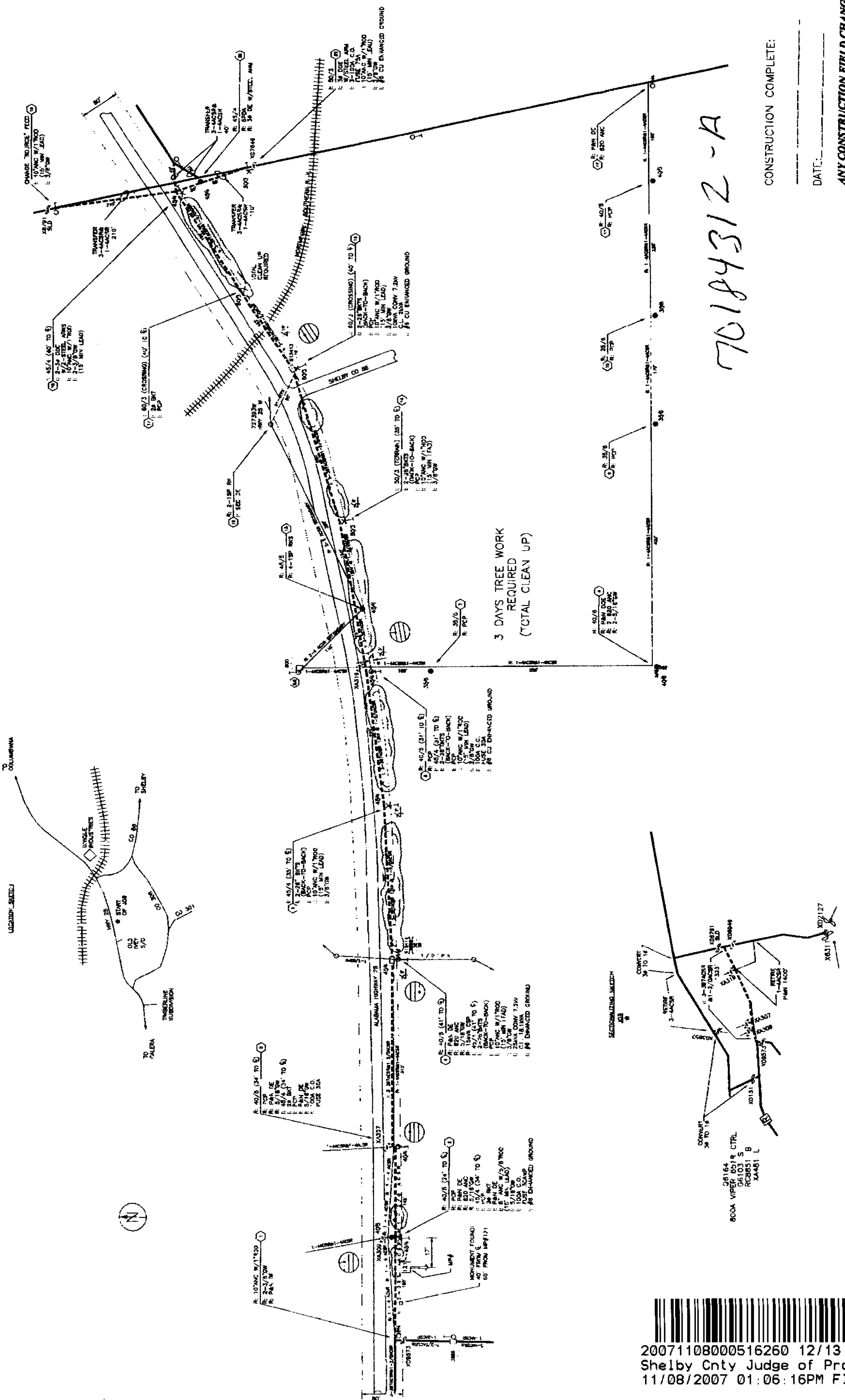
Approved/Agreed:

Norfolk Southern Railway Company  
For Itself and Its Subsidiaries

By:   
Lou Cataland  
Real Estate Manager



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Shelby Cnty Judge of Probate, AL  
11/08/2007 01:06:16PM FILED/CERT



70184312-A

CONSTRUCTION COMPLETE:

DATE:

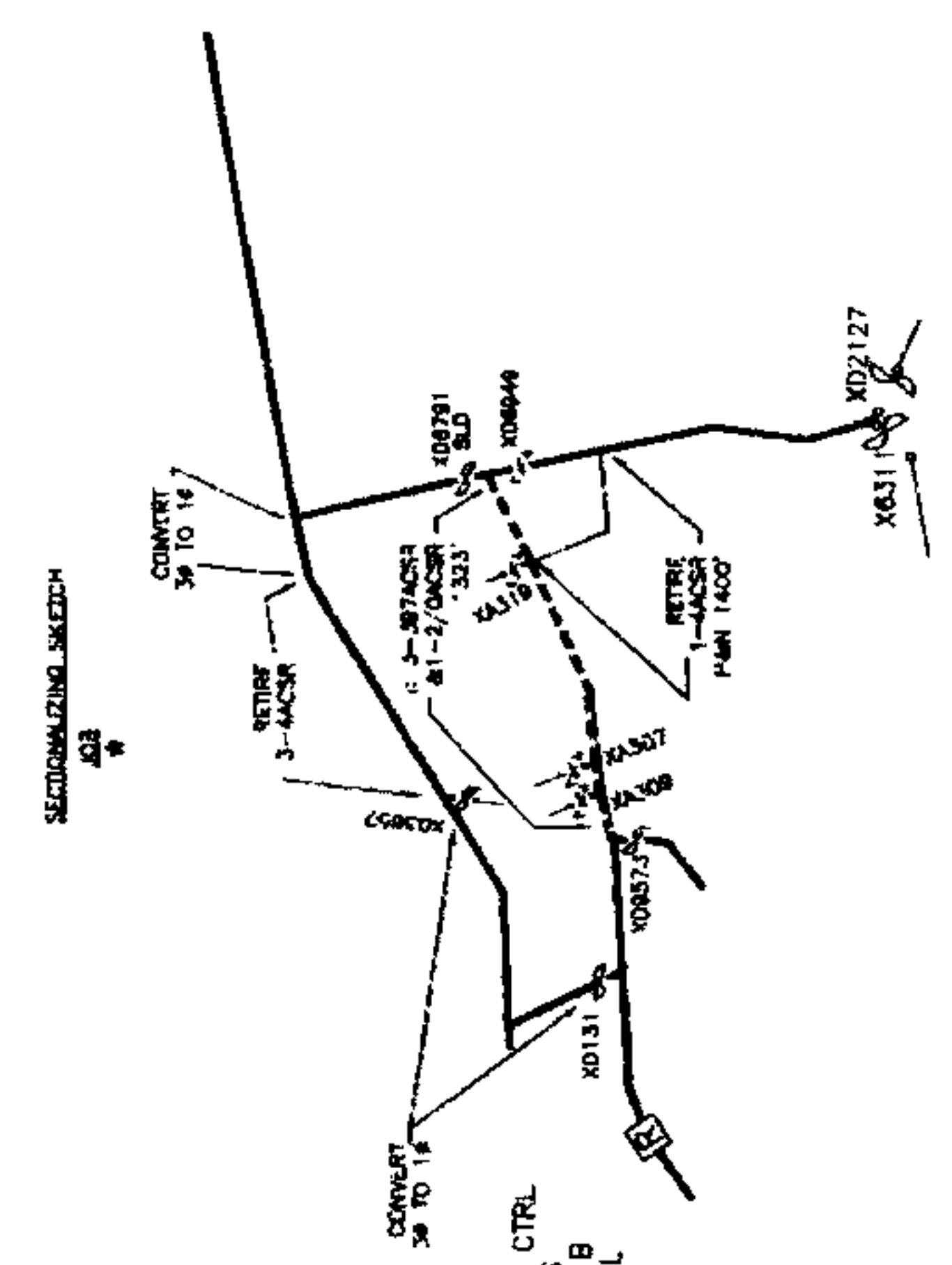
ANY CONSTRUCTION FIELD CHANGES ARE SHOWN IN RED ON THIS PRINT.

ALABAMA POWER COMPANY  
 6000 MILBURN ROAD  
 MOBILE, AL 36688  
 SHEET 1 OF 2  
 DATE 08/21/08  
 SUPERVISOR

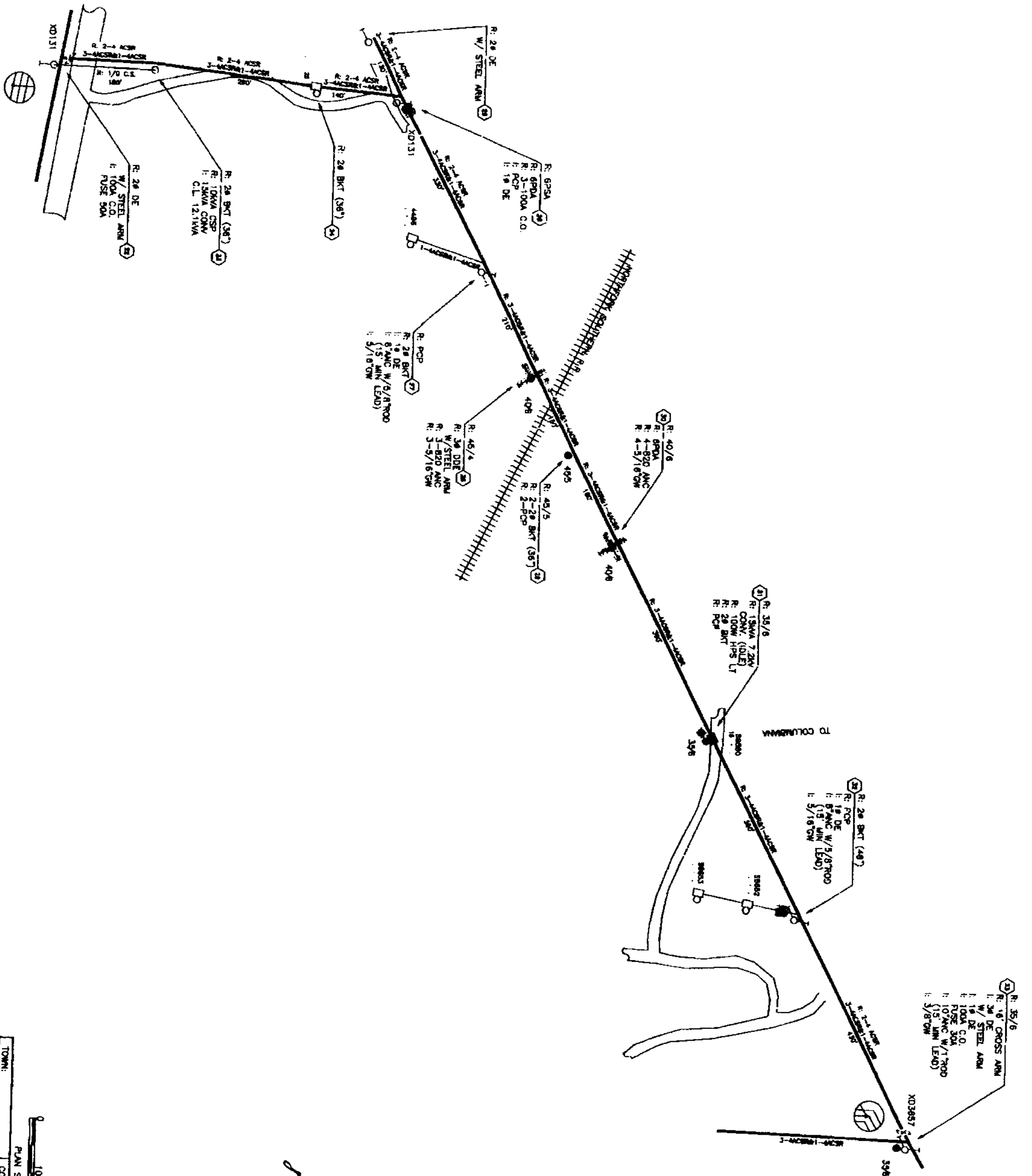
PLAN SCALE 1" = 100'  
 COUNTY: SHELBY  
 SEC: 14, T: 22S, R: 2W  
 SHEET 1 OF 2  
 DATE 08/21/08  
 SUPERVISOR

ENGINEER: EDDIE HENDON  
 RADIO 811422  
 DATE 08/21/08

3 DAYS TREE WORK  
 REQUIRED  
 (TOTAL CLEAN UP)



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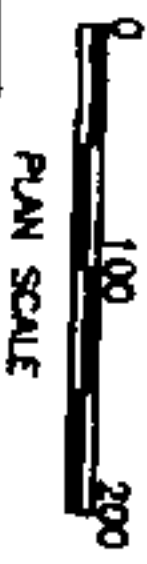


CONSTRUCTION COMPLETE:

DATE:

90184312-13

ANY CONSTRUCTION FIELD CHANGES  
ARE SHOWN IN RED ON THIS PRINT



ENGINEER: RUDIE HENDON  
RADIO #11422

TOWN	COUNTY	SHEET
MAP REF.	SEC - 14, TP - 22S, R - 2W	
DRAWN BY	DATE	
APPROVED	DATE	

JOB	SCALE	DATE
ALABAMA POWER COMPANY	1" = 100'	08-11-08
DETAIL		
SHEET 2 OF 2 SHEETS		

01700-51-00037



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