

THIS INSTRUMENT WAS PREPARED BY:

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20071204000548960 1/3 \$17.00
Shelby Cnty Judge of Probate, AL
12/04/2007 02:08:35PM FILED/CERT

STATE OF ALABAMA)

SHELBY COUNTY)

PARTIAL ASSIGNMENT OF RIGHT-OF-WAY EASEMENT

THIS PARTIAL ASSIGNMENT OF RIGHT-OF-WAY EASEMENT ("Assignment") is given by **SOUTHERN ELECTRIC GENERATING COMPANY**, an Alabama corporation ("Assignor") to **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Assignee") effective as of January 15, 2007.

RECITALS

Assignor received from Gulf State Paper Corporation a non-exclusive easement over certain of its land in Shelby County, Alabama as more particularly set forth in that certain Right-of-Way Easement recorded at Book 290, Page 497 in the Office of the Judge of Probate of Shelby County, Alabama ("Easement"). In connection with the sale of some of Assignor's land located adjacent to one of Assignee's railroad rights-of-way, Assignor has agreed to grant to Assignee the right to use a portion of the area covered by the Easement to the extent that Assignor has the right to do the same. Assignee has heretofore acquired from the owner of the property subject to the Easement a non-exclusive easement to use the land subject thereto for a right-of-way for a road.

AGREEMENT

Now therefore, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, to the extent of its right, title and interest pursuant to the Easement, has assigned and granted and does hereby assign and grant to Assignee the right to utilize the non-exclusive easement for a right-of-way for a road over and across the property described in the Easement in common with Assignor, Gulf States Paper Corporation, and any other party that may have the right to utilize such right-of-way. Assignor did and does not hereby relinquish any of its right, title or interest pursuant to the Easement.

To have and to hold to Assignee, its successors and assigns; provided however, that Assignee shall have no right to grant any right, title or interest acquired hereby to any party other than such party as may acquire Assignee's land located in the northeast quarter of the northeast quarter of Section 2 in Township 20 South, Range 1 East in Shelby County, Alabama.

In witness whereof, Assignor has caused this Assignment to be executed by its duly authorized representative effective as of the date set forth above.

Witness or Attest:

Southern Electric Generating Company

Celia H. Short
Its: Asst. Secretary

By: Art P. Beattie
Its: Vice President

Witness or Attest:

CSX Transportation, Inc.

Anna W. Meltm
Its: Corporate Secretary

By: Stephen A. Crosby
Its: Stephen A. Crosby, President
of CSX Real Property, Inc., signing
on behalf of CSX Transportation, Inc.

STATE OF Alabama)

COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Art P. Beattie, whose name as Vice President of **Southern Electric Generating 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, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 20 day of July, 2007.

[Notarial Seal]

Anita S. Baker
Notary Public
My Commission expires: 2-3-09

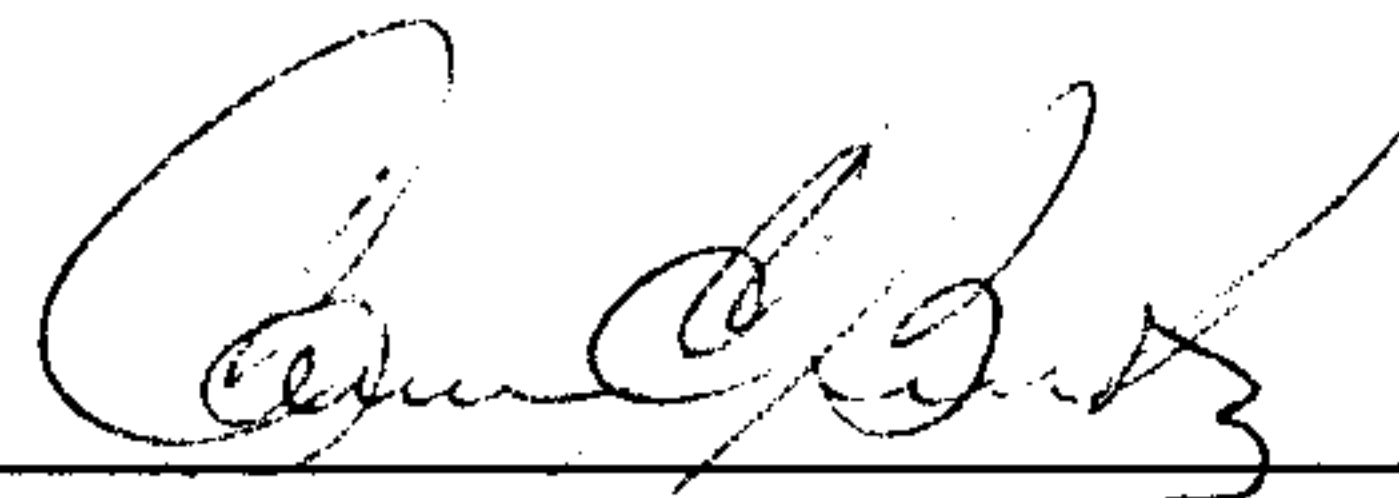
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STATE OF FLORIDA)

COUNTY OF DUVAL)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stephen A. Crosby, whose name as President-CSX RPI of **CSX Transportation, Inc.**, a Virginia 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 8th day of Aug., 2007.



Notary Public

My Commission expires: 10-16-2009

[Notarial Seal]

