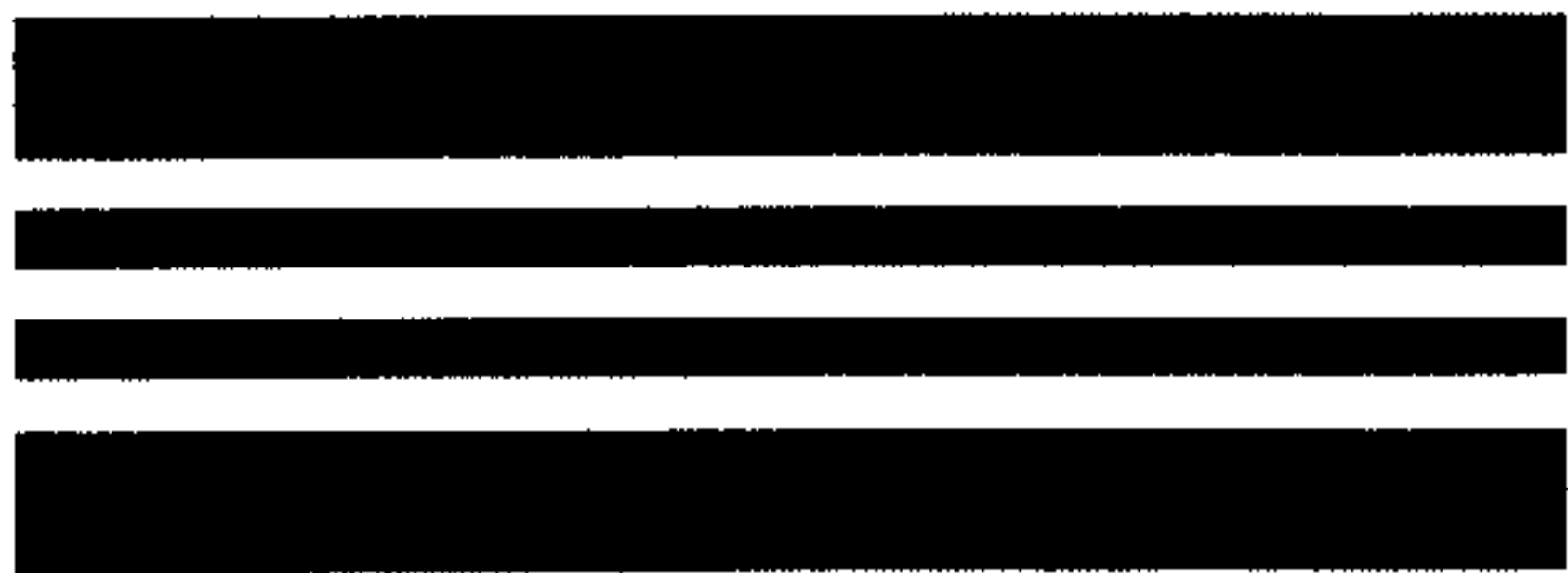




ORIGINAL

## UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

|                                                                                                                     |
|---------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER [optional]<br>Kaylon Mikula 205-226-1402                                        |
| B. SEND ACKNOWLEDGMENT TO: (Name and Address)<br><br>Alabama Power Company<br>600 18th St N<br>Birmingham, AL 35203 |



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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                          |                          |                                  |                                                                  |               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------------|------------------------------------------------------------------|---------------|
| 1a. INITIAL FINANCING STATEMENT FILE #<br>20110628000188480                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.<br><input type="checkbox"/> |                          |                                  |                                                                  |               |
| 2. <input checked="" type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                          |                          |                                  |                                                                  |               |
| 3. <input type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                          |                          |                                  |                                                                  |               |
| 4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                          |                          |                                  |                                                                  |               |
| 5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only <u>one</u> of these two boxes.<br>Also check <u>one</u> of the following three boxes and provide appropriate information in items 6 and/or 7.<br><input type="checkbox"/> CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b. <input type="checkbox"/> ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable). |                                                                                                                                          |                          |                                  |                                                                  |               |
| 6. CURRENT RECORD INFORMATION:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                          |                          |                                  |                                                                  |               |
| 6a. ORGANIZATION'S NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                          |                          |                                  |                                                                  |               |
| OR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                          |                          |                                  |                                                                  |               |
| 6b. INDIVIDUAL'S LAST NAME<br>BARNETT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FIRST NAME<br>JAMES                                                                                                                      | MIDDLE NAME<br>E         | SUFFIX<br>JR                     |                                                                  |               |
| 7. CHANGED (NEW) OR ADDED INFORMATION:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                          |                          |                                  |                                                                  |               |
| 7a. ORGANIZATION'S NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                          |                          |                                  |                                                                  |               |
| OR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                          |                          |                                  |                                                                  |               |
| 7b. INDIVIDUAL'S LAST NAME<br>BARNETT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FIRST NAME<br>LEIGH                                                                                                                      | MIDDLE NAME<br>A         | SUFFIX                           |                                                                  |               |
| 7c. MAILING ADDRESS<br>1215 WOODLANDS WAY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                          | CITY<br>HELENA           | STATE<br>AL                      | POSTAL CODE<br>35080                                             | COUNTRY<br>US |
| 7d. TAX ID #: SSN OR EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | ADD'L INFO RE ORGANIZATION DEBTOR                                                                                                        | 7e. TYPE OF ORGANIZATION | 7f. JURISDICTION OF ORGANIZATION | 7g. ORGANIZATIONAL ID #, if any<br><input type="checkbox"/> NONE |               |
| 8. AMENDMENT (COLLATERAL CHANGE): check only <u>one</u> box.<br>Describe collateral <input type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                          |                          |                                  |                                                                  |               |

|                                                                                                                                                                                                                                                                                                                                                               |            |             |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------|--------|
| 9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here <input type="checkbox"/> and enter name of DEBTOR authorizing this Amendment. |            |             |        |
| 9a. ORGANIZATION'S NAME<br>Alabama Power Company                                                                                                                                                                                                                                                                                                              |            |             |        |
| OR                                                                                                                                                                                                                                                                                                                                                            |            |             |        |
| 9b. INDIVIDUAL'S LAST NAME                                                                                                                                                                                                                                                                                                                                    | FIRST NAME | MIDDLE NAME | SUFFIX |

10. OPTIONAL FILER REFERENCE DATA



# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

20110628000188480

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

Alabama Power Company

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information



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