

RECORDATION NO 31035 FILED  
January 02, 2014 08:00 AM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

January 2, 2014

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Re: AEP Generation Resources Statutory Trust 2013-A

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 Railcar Lease and Security Agreement No. 2, dated as of December 31, 2013, 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 documents are:

Lessor: AEP Generation Resources Statutory Trust-2013-A  
c/o Wilmington Trust Company, as Lessor Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Lessee: AEP Generation Resources Inc.  
c/o American Electric Power Service Corporation  
1 Riverside Plaza  
Columbus, Ohio 43215

Section Chief  
January 2, 2014  
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A description of the railroad equipment covered by the enclosed document is:

100 railcars: OPX 8900 – OPX 8999.

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

Memorandum of Railcar Lease and Security Agreement No. 2.

Also enclosed is a check in the amount of \$44.00 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

**MEMORANDUM OF RAILCAR LEASE AND SECURITY AGREEMENT NO. 2**

**DECEMBER 31, 2013**

Memorandum of Railcar Lease and Security Agreement No. 2, made and entered into as of December 31, 2013, by and between AEP Generation Resources Statutory Trust-2013-A, a Delaware statutory trust, as lessor ("*Lessor*"), and AEP Generation Resources, Inc., a Delaware corporation, as lessee ("*Lessee*").

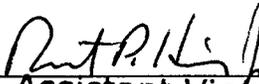
**WITNESSETH:**

The undersigned have entered into that certain Railcar Lease and Security Agreement No. 2, dated as of December 31, 2013 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

AEP GENERATION RESOURCES STATUTORY  
TRUST-2013-A

By: WILMINGTON TRUST COMPANY, not in its  
individual capacity but solely as Lessor Trustee

By   
Its Assistant Vice President

AEP GENERATION RESOURCES, INC.

By \_\_\_\_\_  
Its \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

AEP GENERATION RESOURCES STATUTORY  
TRUST-2013-A

By: WILMINGTON TRUST COMPANY, not in its  
individual capacity but solely as Lessor Trustee

By \_\_\_\_\_  
Its \_\_\_\_\_

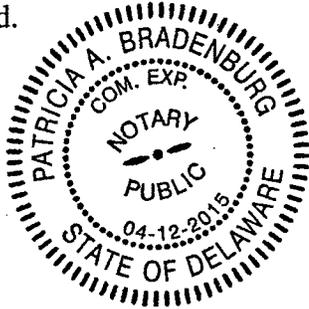
AEP GENERATION RESOURCES, INC.

By  \_\_\_\_\_  
Its Assistant Treasurer

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 27<sup>th</sup> day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared Robert P. Hines, Jr., the **Assistant Vice President** of WILMINGTON TRUST COMPANY who acknowledged herself/himself to be a duly authorized officer of WILMINGTON TRUST COMPANY and that, as such officer, being authorized to do so, she/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Patricia A. Bradenburg  
Notary Public  
My Commission Expires PATRICIA A. BRADENBURG  
Residing in \_\_\_\_\_  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 04-12-2015

STATE OF OHIO )  
 ) SS.:  
COUNTY OF FRANKLIN )

On this, the \_\_\_\_ day of [\_\_\_\_], 2013, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of AEP GENERATION RESOURCES, INC., who acknowledged [herself/himself] to be a duly authorized officer of AEP GENERATION RESOURCES, INC., and that, as such officer, being authorized to do so, [she/he] executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of [\_\_\_\_\_], 2013, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of WILMINGTON TRUST COMPANY who acknowledged [herself/himself] to be a duly authorized officer of WILMINGTON TRUST COMPANY and that, as such officer, being authorized to do so, [she/he] executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in

STATE OF OHIO )  
 ) SS.:  
COUNTY OF FRANKLIN )

On this, the 31st day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared Renee V. Hawkins, the Assistant Treasurer of AEP GENERATION RESOURCES, INC., who acknowledged herself to be a duly authorized officer of AEP GENERATION RESOURCES, INC., and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in



David C. House, Attorney At Law  
NOTARY PUBLIC - STATE OF OHIO  
My commission has no expiration date  
Sec. 147.03 R.C.

**EXHIBIT A**

**EQUIPMENT**

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Aluminum Rapid Discharge Rail Cars	100	OPX	8900-8999 (inclusive)

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: 1/2/14

Edward M Luria  
Edward M. Luria