

RECORDATION NO 20814-H FILED  
December 09, 2013 05:20 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

December 9, 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 Memorandum of Sublease Assignment and Security Agreement, dated as of December 3, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Short Term Car Lease Agreement previously filed with the Board under Recordation Number 22814-G.

The names and addresses of the parties to the enclosed document are:

Assignor:	Ohio Power Company 1 Riverside Plaza Columbus, OH 43215
Assignee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12th Floor Salt Lake City, UT 84111

Chief  
Section of Administration  
December 9, 2013  
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A description of the railroad equipment covered by the enclosed document is:

287 autoflood railcars within the series AEPX 8385 – AEPX 8684 as more particularly set forth in the equipment schedule attached to the document.

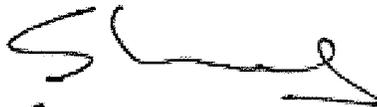
A short summary of the document to appear in the index is:

Memorandum of Sublease Assignment and Security Agreement.

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 SUBLEASE ASSIGNMENT  
AND SECURITY AGREEMENT**

THIS MEMORANDUM OF SUBLEASE ASSIGNMENT AND SECURITY AGREEMENT dated as of December 3, 2013 (this "Memorandum") is between OHIO POWER COMPANY, an Ohio corporation ("Assignor") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association (as successor to First Security Trust Company of Nevada, the "Lessor") ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Assignee, as lessor and Assignor, as lessee are parties to that certain Railcar Lease (the "Lease") dated as of March 1, 2000. Assignee is a party to that certain Security Agreement-Trust Deed dated as of March 1, 2000, relating to rail equipment described in Schedule 1 hereto (the "Cars"). Assignor, as sublessor, has entered into a Short Term Car Lease Agreement and Rider No. 1 (together, the "Sublease"), each dated December 3, 2013, with AEP Generation Resources, Inc., with respect to the Cars. Further, Assignor, as debtor, has entered into a Sublease Assignment and Security Agreement (the "Sublease Assignment"), dated as of December 3, 2013, with Assignee, as secured party, whereby it has assigned the Sublease to Assignee. Assignee has further entered into a Security Agreement - Trust Deed ("Security Trust Deed") dated as of March 1, 2000 for the benefit of Wilmington Trust Company ("Security Trustee") whereby Assignee has granted to the Security Trustee a security interest in the Lease. Pursuant to such Sublease Assignment, Assignor has agreed to assign and grant a security interest in the Sublease to Assignee. Pursuant to the Sublease Assignment, Assignor has reassigned and granted a security interest to Security Trustee in all of the Assignee's right, title and interest in and to the Sublease.
- B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Sublease Assignment and Security Agreement to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Assistant Treasurer and I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNOR:

OHIO POWER COMPANY

By:   
Name: Renee V. Hawkins  
Title: Assistant Treasurer

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its \_\_\_\_\_ and I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNEE:

WELLS FARGO BANK NORTHWEST,  
National Association

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Sublease Assignment and Security Agreement to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Assistant Treasurer and I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNOR:

OHIO POWER COMPANY

By: \_\_\_\_\_  
Name: Renee V. Hawkins  
Title: Assistant Treasurer

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Vice President and I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNEE:

WELLS FARGO BANK NORTHWEST,  
National Association

By: Michael Arsenault  
Name: Michael Arsenault  
Title: Vice President

Schedule 1

CARS

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Johnstown America 4,300 cubic foot Non-Rotary <del>Aluminum AutoFlood II</del> railcars	287	AEPX	8385 -8684, inclusive but excepting 8404, 8465, 8471, 8487, 8494, 8495, 8525, 8535, 8603, 8615, 8632, 8664, 8672

Schedule 2

1. Rider No. 1 to Short Term Car Lease Agreement dated as of December 3, 2013 between Ohio Power Company, an Ohio corporation and AEP Generation Resources, Inc., a Delaware corporation; and
2. Short Term Car Lease Agreement dated as of December 3, 2013 between Ohio Power Company, an Ohio corporation and AEP Generation Resources, Inc., a Delaware corporation.