

RECORDATION NO 31034-A 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: Southwestern Electric Power 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 Security Agreement-Trust Deed No. 1, dated as of December 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease and Security Agreement No. 1 being filed with the Board under Recordation Number 31034.

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

Debtor: Southwestern Electric Power Statutory Trust 2013-A
c/o Wilmington Trust Company, as Lessor Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Security
Trustee: Wilmington Trust Company, as Lessor Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 198905

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

126 railcars: AEPX 6958 – AEPX 7087 (excluding 6993, 7017, 7064 and 7067).

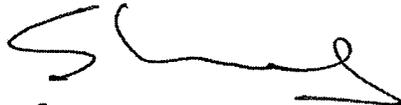
A short summary of the document to appear in the index is:

Memorandum of Security Agreement-Trust Deed No. 1.

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 SECURITY AGREEMENT-TRUST DEED NO. 1

December 31, 2013

Memorandum of Security Agreement-Trust Deed No. 1, made and entered into as of December 31, 2013, by and between Southwestern Electric Power Statutory Trust-2013-A, a Delaware statutory trust, as debtor ("*Debtor*"), and Wilmington Trust Company, a Delaware trust company, as security trustee ("*Security Trustee*").

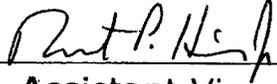
WITNESSETH:

The undersigned have entered into that certain Security Agreement-Trust Deed No. 1, dated as of December 31, 2013 (the "*Security Agreement*"), by which Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Security Trustee in order to secure Debtor's performance of its obligations as described in the Security Agreement.

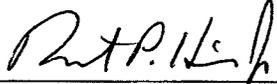
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SOUTHWESTERN ELECTRIC POWER STATUTORY
TRUST-2013-A

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

By 
Its Assistant Vice President
DEBTOR

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Security
Trustee

By 
Its Assistant Vice President
SECURITY TRUSTEE

STATE OF Delaware)
) SS
COUNTY OF New Castle)

On this 27th day of December, 2013, before me personally appeared ~~Robert P. Hines, Jr.~~ Robert P. Hines, Jr., to me personally known, who being by me duly sworn, says that he is a Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL) PATRICIA A. BRADENBURG
COM. EXP.
NOTARY PUBLIC
04-12-2015
STATE OF DELAWARE
My commission expires _____

Patricia A. Bradenburg
Notary Public
PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

STATE OF Delaware)
) SS
COUNTY OF New Castle)

On this 27th day of December, 2013, before me personally appeared, ~~Robert P. Hines, Jr.~~ Robert P. Hines, Jr. to me personally know, who being by me duly sworn, says that he is a Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution and foregoing instrument was the free act and deed of said corporation.

(SEAL) PATRICIA A. BRADENBURG
COM. EXP.
NOTARY PUBLIC
04-12-2015
STATE OF DELAWARE
My commission expires _____

Patricia A. Bradenburg
Notary Public
PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

EXHIBIT A

EQUIPMENT

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Aluminum Gons, 4,402 cubic feet capacity, 122 ton cars	126	AEPX	6958-7087 (exclusive of 6993, 7017, 7064, 7067)

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