

RECORDATION NO 31034-C FILED  
January 02, 2014 08:00 AM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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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 Supplement 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 documents 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 Supplement 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 SUPPLEMENT NO. 1**

**DECEMBER 31, 2013**

Memorandum of Security Agreement Supplement No. 1, made and entered into as of December 31, 2013, by and among 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:**

1. Debtor and Southwestern Electric Power Company, a Delaware Corporation ("*Lessee*") have entered into that certain Railcar Lease and Security Agreement No. 1, dated as of December 31, 2013 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Debtor and Security Trustee 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 to Security Trustee in order to secure Debtor's performance of certain obligations as described in the Security Agreement.

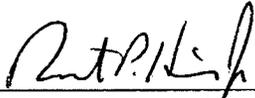
2. Memoranda of said Lease Agreement and said Security Agreement are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Security Agreement Supplement No. 1, dated December 31, 2013, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Debtor has granted, pursuant to the above-described Security Agreement, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

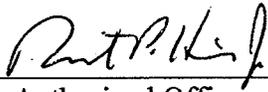
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SOUTHWESTERN ELECTRIC POWER STATUTORY  
TRUST-2013-A

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

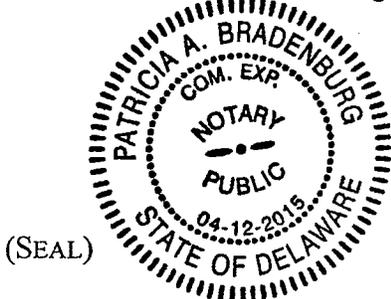
By   
Its Assistant Vice President  
DEBTOR

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

By   
Its Authorized Officer  
SECURITY TRUSTEE

STATE OF Delaware )  
 ) SS  
COUNTY OF New Castle )

On this 27<sup>th</sup> day of December, 2013, before me personally appeared 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, as Lessor Trustee, 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.



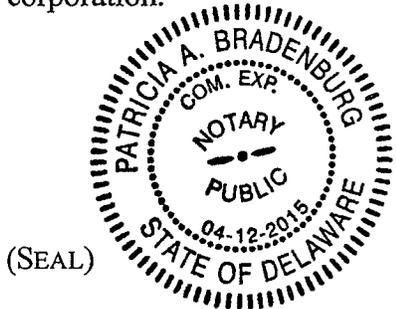
My commission expires \_\_\_\_\_

*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 27<sup>th</sup> day of December, 2013, before me personally appeared, 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, as Security Trustee, 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.



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 FOOT 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