RECORDATION NO. 17462-L FILED
September 25, 2015 02:00 PM
SURFACE TRANSPORTATION BOARD

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September 25, 2015

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 Lease Termination (Indiana Michigan Trust No. 91-2 and 91-3), dated as of September 25, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Numbers 17462 and 17463.

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

Owner Trustee/ Lessor:	U.S. Bank National Association 225 Franklin Street Boston, MA 02101
Owner Participant:	Manufacturers Hanover Leasing International Corp 10 South Dearborn Street, 12th Floor Chicago, IL 60603
Lessee:	Indiana Michigan Power Company 1 Riverside Plaza Columbus, OH 43215

A description of the equipment covered by the enclosed document is:

All railroad equipment covered by the Railcar Lease (Indiana Michigan Trust No. 91-2) filed under Rec. No. 17462 and the Railcar Lease (Indiana Michigan Trust No. 91-3) filed under Rec. No. 17463 is hereby TERMINATED.

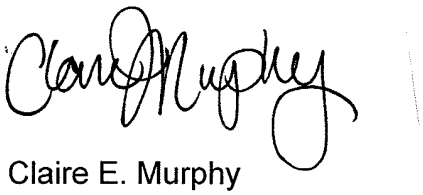
A short summary of the document to appear in the index is:

Memorandum of Lease Termination (Indiana Michigan Trust No. 91-2 and 91-3).

Also enclosed is a check in the amount of $43.00 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,



Claire E. Murphy

CEM
Enclosures

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MEMORANDUM OF LEASE TERMINATION
(INDIANA MICHIGAN TRUST NO. 91-2 AND 91-3)

THIS MEMORANDUM OF LEASE TERMINATION (this "*Memorandum*") is made and entered into as of September 25, 2015 by and between INDIANA MICHIGAN POWER COMPANY, an Indiana corporation (the "*Lessee*"); U.S. BANK NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as owner trustee under each of the Trust Agreements (as defined below) (each an "*Owner Trustee*" or "*Lessor*"); and MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP. , a Delaware corporation (the "*Owner Participant*").

1. The Owner Participant and the Owner Trustee are parties to the Trust Agreement (Indiana Michigan Trust No. 91-2) and the Trust Agreement (Indiana Michigan Trust 91-3), each dated as of July 1, 1991 (each as amended and supplemented to the date hereof, a "*Trust Agreement*") collectively pursuant to which the Owner Trustee holds legal title to the 551 110-ton gondola coalporter railcars described therein (the "*Equipment*").

2. The Lessor and Lessee are parties to that certain (i) Railcar Lease (Indiana Michigan Trust No. 91-2) and (ii) Railcar Lease (Indiana Michigan Trust 91-3), each dated as of July 1, 1991 (each Railcar Lease, as amended, modified and/or supplemented, an "*Equipment Lease*") pursuant to which Lessee leased the Equipment from Lessor (which Equipment Lease for Indiana Michigan Trust 91-2 was recorded with the Surface Transportation Board ("*STB*")) on August 2, 1991, under recordation number 17462 and Equipment Lease for Indiana Michigan Trust 91-3 was recorded with the STB on August 2, 1991, under recordation number 17463.

3. The undersigned parties do hereby give notice of the termination of the Equipment Leases, the Trust Agreements and each of other Operative Agreements (as defined in the respective Equipment Lease) effective as of the date hereof with respect to the Equipment subject thereto.

4. This Memorandum of Lease Termination shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties pursuant to any indemnification or other provision under any Equipment Lease, or other Operative Agreements which by its terms expressly survive termination.

5. It is expressly understood and agreed that (a) this Memorandum of Lease Termination is executed and delivered by U.S. Bank National Association, not individually or personally but solely as Owner Trustee under each Trust Agreement, (b) any representation, undertaking or agreement herein made on the part of Lessor is made and intended not as a personal representation, undertaking

and agreement by U.S. Bank National Association and (c) under no circumstances shall U.S. Bank National Association be personally liable for the payment of any indebtedness or expenses of Lessor or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by Lessor hereunder.

SIGNATURES ON FOLLOWING PAGE

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

Lessee: INDIANA MICHIGAN POWER COMPANY

By: _____

Name: Renee V. Hawkins
Title: Asst. Treasurer

Owner Trustees: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the 91-2 Owner Trustee and as the 91-3 Owner Trustee

By: _____

Name:
Title:

Owner Participant: MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP.

By: _____

Name:
Title:

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

Lessee: INDIANA MICHIGAN POWER COMPANY

By: _____
Name:
Title:

Owner Trustees: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee for the Indiana Michigan Trust No. 91-2 and the Indiana Michigan Trust No. 91-3

By: _____
Name: Melissa Vachon
Title: Vice President

Owner Participant: MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP.

By: _____
Name:
Title:

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

Lessee: INDIANA MICHIGAN POWER COMPANY

By: _____
Name:
Title:

Owner Trustees: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee for the Indiana Michigan Trust No. 91-2 and the Indiana Michigan Trust No. 91-3

By: _____
Name:
Title:

Owner Participant: MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP.

By: Mary O. Sackley
Name: MARY F. SACKLEY
Title: VICE PRESIDENT

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

On this, the 25th day of September, before me, a Notary Public in and for said County and State, personally appeared Renee V. Hawkins, who being by me duly sworn, says that she is the Assistant Treasurer of Indiana Michigan Power Company, that said instrument was signed on September 25, 2015 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

NOTARIAL SEAL STATE OF OHIO

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

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 25th day of September, before me, a Notary Public in and for said County and State, personally appeared Melissa Vachon, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September 25th on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

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

Susan P McNally

Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires March 31, 2020

STATE OF IL)
) SS.:
COUNTY OF COOK)

On this, the 24th day of [ ], before me, a Notary Public in and for said County and State, personally appeared Mary F. Sackley, who being by me duly sworn, says that (s)he is the Vice President of Manufacturers Hanover Leasing International Corp., that said instrument was signed on [ ] on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Catherine Marie Finley

Name: Catherine Marie Finley
Notary Public
My Commission Expires: 9/24/16
Residing in Cook

OFFICIAL SEAL
CATHERINE MARIE FINLEY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/24/16

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: September 25, 2015

Claire E. Murphy