

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

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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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 Lease and 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:

Lessor: 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

Lessee: Southwestern Electric Power Company
c/o American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

Section Chief
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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 Lease and 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 LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 1

DECEMBER 31, 2013

Memorandum of Lease and 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 lessor ("*Lessor*") and Southwestern Electric Power Company, a Delaware corporation, as lessee ("*Lessee*").

WITNESSETH:

1. Lessor and 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 terms defined in said Lease Agreement. Lessor and Wilmington Trust Company, a Delaware trust company, as Security Trustee ("*Security Trustee*") have entered into that certain Security Agreement-Trust Deed No. 1, dated as of December 31, 2013 (the "*Security Agreement*"), by which Lessor has granted a security interest to Security Trustee in order to secure Lessor'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 Lease and 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 Lessor 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~~

SOUTHWESTERN ELECTRIC POWER COMPANY

By _____
Name: _____
Title: _____

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 _____

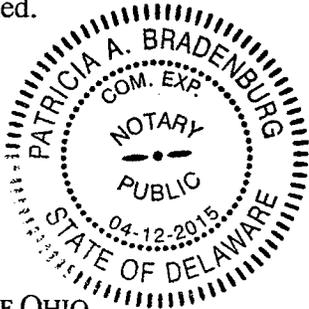
SOUTHWESTERN ELECTRIC POWER COMPANY

By 
Name: Renee V. Hawkins
Title: Assistant Treasurer

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

On this, the 27th 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 PATRICIA A. BRADENBURG
My Commission Expires: NOTARY PUBLIC
STATE OF DELAWARE
Residing in 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 SOUTHWESTERN ELECTRIC POWER COMPANY, who acknowledged [herself/himself] to be a duly authorized officer of SOUTHWESTERN ELECTRIC POWER 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 _____)
) 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 SOUTHWESTERN ELECTRIC POWER COMPANY, who acknowledged herself to be a duly authorized officer of SOUTHWESTERN ELECTRIC POWER COMPANY, 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 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