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

January 14, 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 Assignment of Lessee's Interest in Lease, dated as of December 31, 2014, 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 Board under Recordation Number 22814.

The name and address of the party to the enclosed document are:

Assignor: Ohio Power Company
1 Riverside Plaza
Columbus OH 43215

Assignee: Appalachian Power Company
155 W. Nationwide Boulevard, Suite 500
Columbus, Ohio

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

287 railcars within the series AEPX 8385 – AEPX 8684 and OPX 8407 – OPX 8678, as more particularly set forth on the attachment to the document.

Section Chief
January 14, 2015
Page 2

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

Memorandum of Assignment of Lessee's Interest in Lease.

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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

Memorandum of Assignment of Lessee's Interest in Lease (this "*Memorandum*"), made and entered into as of December 31, 2014, by and among Ohio Power Company, an Ohio corporation ("*OPCO*") and Appalachian Power Company, a Virginia corporation ("*APCo*").

WITNESSETH

1. Wells Fargo Bank Northwest, National Association, a national banking association (as successor to First Security Trust Company of Nevada), not in its individual capacity but solely as Lessor Trustee ("*Lessor*") and OPCO are parties to that certain Railcar Lease ("*Original Lease*"), dated as of March 1, 2000, as supplemented and amended (the Original Lease, as so supplemented or amended, the "*Lease*").

2. Pursuant to the Lease, Lessor leases to OPCO certain railcars bearing reporting marks as listed on Schedule I attached hereto.

3. A copy of the Lease, Lease Supplement No. 1, dated March 15, 2000, the Security Agreement-Trust Deed, dated March 1, 2000 and Security Agreement Supplement No. 1, dated March 15, 2000, were filed and recorded with the Surface Transportation Board on March 15, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and were assigned Recordation Numbers 22814, 22814-B, 22814-A and 22814-C, respectively, and Lease Supplement No. 2, dated April 3, 2000 and Security Agreement Supplement No. 2, dated April 3, 2000, were filed and recorded with the Surface Transportation Board on April 3, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and were assigned Recordation Number 22814-D.

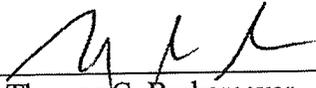
4. The undersigned have entered into that certain Assignment and Assumption Agreement dated as of December 31, 2014 pursuant to which OPCO assigned its interest in the lease as lessee to APCo.

[Signature pages follow.]

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

Attest:

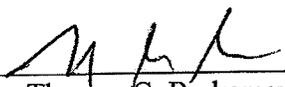
OHIO POWER COMPANY

By: 
Name: Thomas G. Berkemeyer
Title: Assistant Secretary

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

Attest:

APPALACHIAN POWER COMPANY

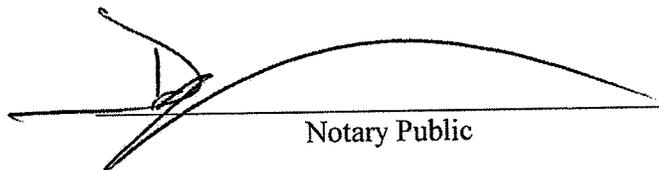
By: 
Name: Thomas G. Berkemeyer
Title: Assistant Secretary

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

STATE OF OHIO

COUNTY OF FRANKLIN, ss:

On this 31st day of December, 2014, before me personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn, says she is the Assistant Treasurer of OHIO POWER COMPANY, that said instrument was signed 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.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

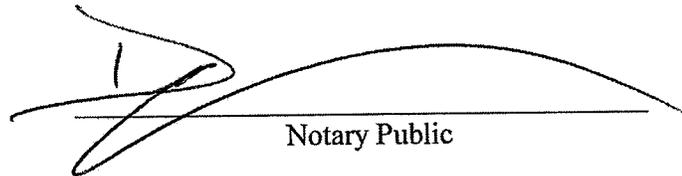


David C. House, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

STATE OF OHIO

COUNTY OF FRANKLIN, ss:

On this 31st day of December, 2014, before me personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn, says she is the Assistant Treasurer of APPALACHIAN POWER COMPANY, that said instrument was signed 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.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:



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

**SCHEDULE I
DESCRIPTION OF EQUIPMENT**

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Johnstown America 4,300 cubic foot Non-Rotary Aluminum AutoFlood II railcars	262	AEPX	8385 – 8684 inclusive but excepting 8404, 8465, 8471, 8487, 8494, 8495, 8525, 8535, 8603, 8615, 8632, 8664, 8672, 8407, 8413, 8431, 8446, 8449, 8453, 8461, 8479, 8506, 8514, 8524, 8526, 8533, 8550, 8558, 8561, 8570, 8579, 8596, 8599, 8604, 8613, 8616, 8617, 8678
	25	OPX	8407, 8413, 8431, 8446, 8449, 8453, 8461, 8479, 8506, 8514, 8524, 8526, 8533, 8550, 8558, 8561, 8570, 8579, 8596, 8599, 8604, 8613, 8616, 8617, 8678

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: 1/14/15

Edward M Luria
Edward M. Luria