

RECORDATION NO 20814-G FILED  
December 09, 2013 05:20 PM  
SURFACE TRANSPORTATION BOARD

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December 9, 2013

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 Short Term Car Lease Agreement, dated as of December 3, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 22814.

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

Lessor: Ohio Power Company  
1 Riverside Plaza  
Columbus, OH 43215

Lessee: AEP Generation Resources, Inc.  
1 Riverside Plaza  
Columbus, OH 43215

Chief  
Section of Administration  
December 9, 2013  
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A description of the railroad equipment covered by the enclosed document is:

287 autoflood railcars within the series AEPX 8385 – AEPX 8684 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Short Term Car Lease Agreement.

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 SHORT TERM CAR LEASE  
AGREEMENT**

THIS MEMORANDUM OF SHORT TERM CAR LEASE AGREEMENT dated as of December 3, 2013 (this "Memorandum") is between OHIO POWER COMPANY, an Ohio corporation ("Lessor") and AEP GENERATION RESOURCES, INC. a Delaware corporation ("Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Lessor and Lessee are parties to that certain Rider No. 1 to Short Term Car Lease Agreement dated December 3, 2013 and that certain Short Term Car Lease Agreement dated December 3, 2013 (collectively the "Lease"). Pursuant to such documents, Lessor has agreed to sublease to AEP Generation Resources, Inc., a Delaware corporation, the Railcars described on Schedule 1 attached hereto (the "Railcars") and Lessee has agreed to pay rent under the Lease described on Schedule 2 attached hereto (the "Documents").
- B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Short Term Car Lease Agreement to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessor by authority of its Assistant Treasurer and I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

LESSOR:

OHIO POWER COMPANY

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

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its ~~Assistant Treasurer~~ Assistant Treasurer and I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

LESSEE:

AEP GENERATION RESOURCES INC.

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

Schedule 1

Railcars

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Johnstown America 4,300 cubic foot Non-Rotary Aluminum AutoFlood-II railcars	287	AEPX	8385 -8684, inclusive but excepting 8404, 8465, 8471, 8487, 8494, 8495, 8525, 8535, 8603, 8615, 8632, 8664, 8672

Schedule 2

1. Rider No. 1 to Short Term Car Lease Agreement dated as of December 3, 2013 between Ohio Power Company, an Ohio corporation and AEP Generation Resources, Inc., a Delaware corporation; and
  2. Short Term Car Lease Agreement dated as of December 3, 2013 between Ohio Power Company, an Ohio corporation and AEP Generation Resources, Inc., a Delaware corporation.
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