

RECORDATION NO 24878-H FILED
January 02, 2014 08:00 PM
SURFACE TRANSPORTATION BOARD

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

January 2, 2014

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 Termination, 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 previously filed with the Board under Recordation Numbers 24878 and 24878-A through 24878-E, inclusive.

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

Lessor: Ohio Power Statutory Trust 2004-A
c/o Wilmington Trust Company, as Lessor
Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890 0001

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

Chief, Section of Administration

January 2, 2014

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Security Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

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

230 railcars are TERMINATED: COEH 8900 – COEH 8999 and COEH
6958 – COEH 7087.

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

Memorandum of Termination.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF TERMINATION

THIS MEMORANDUM OF TERMINATION (the "*Memorandum of Termination*"), dated as of December 31, 2013, is between and among OHIO POWER COMPANY, a Delaware corporation (the "*Lessee*"), OHIO POWER STATUTORY TRUST-2004-A, a Delaware statutory trust (the "*Lessor*"), and WILMINGTON TRUST COMPANY, a Delaware trust company, as security trustee (the "*Security Trustee*").

1. The Lessor and the Lessee have heretofore entered into that certain Railcar Lease and Security Agreement dated as of March 31, 2004 (the "*Railcar Lease and Security Agreement*"), the Lease and Security Agreement Supplement No. 1 and the Lease and Security Agreement Supplement No. 2 delivered pursuant thereto (collectively, the "*Lease Supplements*") by which the Lessor has leased to Lessee certain railroad equipment. The Railcar Lease and Security Agreement and the Lease Supplements were duly filed and recorded with the Surface Transportation Board (the "*Board*"), pursuant to, and in compliance with, the provisions of 49 U.S.C. Section 11301(a) and the regulations thereunder (the "*Recordation Provisions*"), on the dates, at the times, and under the Recordation Numbers set forth on Exhibit A attached hereto.

2. The Lessor, as debtor, and the Security Trustee, as secured party, have heretofore entered into that certain Security Agreement-Trust Deed dated as of March 31, 2004 (the "*Security Agreement*"), the Security Agreement Supplement No. 1 and the Security Agreement Supplement No. 2 delivered pursuant thereto (collectively, the "*Security Agreement Supplements*") covering the obligations of the Lessor, as debtor, relating to certain railroad equipment. The Security Agreement and the Security Agreement Supplements were duly filed and recorded with the Board, pursuant to, and in compliance with, the Recordation Provisions, on the dates, at the times, and under the Recordation Numbers set forth on Exhibit A attached hereto.

The Railcar Lease and Security Agreement, Lease Supplements, Security Agreement and Security Agreement Supplements are hereinafter referred to as the "*Transaction Documents*."

NOW, THEREFORE, the parties to this Agreement acknowledge and agree with one another as follows:

Each of the Transaction Documents was terminated effective as of December 31, 2013 (the "*Effective Date*") with respect to the units of railroad equipment subject thereto and identified on Exhibit B hereto.

This Memorandum of Termination shall neither impair nor terminate the rights and obligations of the parties under the Transaction Documents which expressly survive their termination.

This Memorandum of Termination shall be governed by and construed in accordance with the laws of the State of Ohio.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

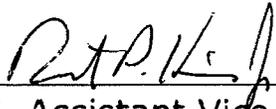
OHIO POWER COMPANY

By 

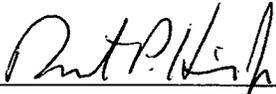
Its Assistant Treasurer

OHIO POWER STATUTORY TRUST-2004-A

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

By 
Its Assistant Vice President

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

By 

Name: Robert P. Hines, Jr.
Title: Assistant Vice President

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

On this, the 30th 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 OHIO POWER COMPANY, who acknowledged herself to be a duly authorized officer of OHIO 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 _____

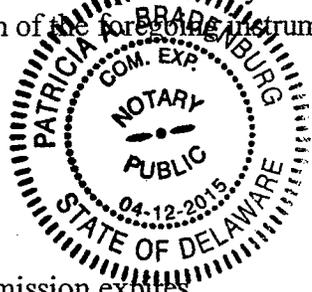


David C. House, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

STATE OF Delaware)
) SS
COUNTY OF New Castle)

On this 27th 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, 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.

(SEAL)



My commission expires _____

Patricia A. Bradenburg
Notary Public

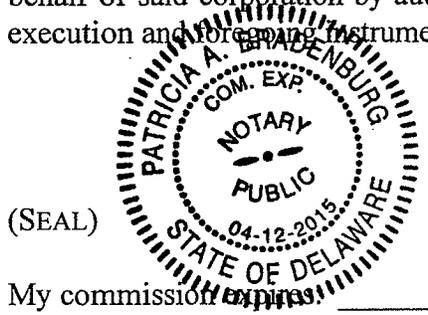
PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

STATE OF Delaware

)
) SS
)

COUNTY OF New Castle

On this 27th day of December, 2013, before me personally appeared, Robert P. Hines, Jr., to me personally know, who being by me duly sworn, says that he is a Assistant Vice President of WILMINGTON TRUST COMPANY, 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.



Patricia A. Bradenburg
Notary Public

PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

(SEAL)
My commission expires _____

EXHIBIT A

1. The Railcar Lease and Security Agreement and Security Agreement-Trust Deed were duly filed and recorded with the Board pursuant to, and in compliance with, the Recordation Provisions on March 31, 2004 and were assigned Recordation Numbers 24878 (filed at 9:58 a.m.) and 24878-B (filed at 10:09 a.m.), respectively.

2. Lease and Security Agreement Supplement No. 1 and Security Agreement Supplement No. 1, each dated as of March 31, 2004, were duly filed and recorded with the Board on March 31, 2004 and were assigned Recordation Numbers 24878-A (filed at 10:04 a.m.) and 24878-C (filed at 10:13 a.m.), respectively.

3. Lease and Security Agreement Supplement No. 2 and Security Agreement Supplement No. 2, each dated as of August 26, 2004, were duly filed and recorded with the Board on August 26, 2004 and were assigned Recordation Numbers 24878-D (filed at 7:32 a.m.) and 24878-E (filed at 7:39 a.m.), respectively.

EXHIBIT B
DESCRIPTION OF EQUIPMENT

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Aluminum Rapid Discharge Rail Cars	100	COEH	8900 - 8999 (inclusive)

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Aluminum Gons, 4,402 cubic foot capacity, 122 Ton cars	130	COEH	6958 - 7087 (inclusive)

EXHIBIT B
to Memorandum of Termination

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