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September 28, 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, dated as of September 18, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Progress Rail Leasing Corporation 1600 Progress Drive Albertville, AL 35950
Lessee:	Public Service Company of Oklahoma 155 West Nationwide Blvd. P.O. Box 16036 Columbus, OH 43216

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

215 railcars within the series AEPX 3610 – AEPX 3863 as more particularly set forth on the attachment to the document.

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

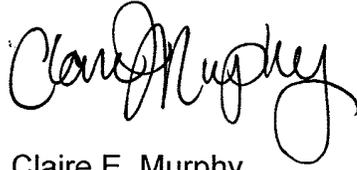
Memorandum of Lease.

Section Chief  
September 28, 2015  
Page 2

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF LEASE**

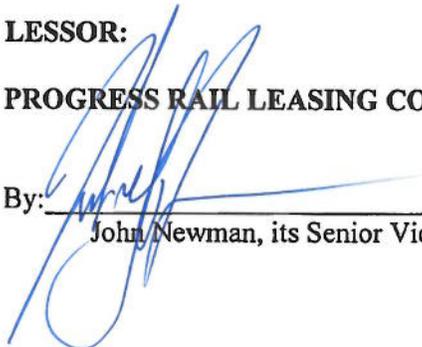
THIS MEMORANDUM OF LEASE (this "Memorandum") is dated as of the 18th day of September, 2015, between Progress Rail Leasing Corporation ("Lessor") and Public Service Company of Oklahoma ("Lessee").

Lessor and Lessee entered into a Railcar Lease Agreement (Net) R15008, dated as of September 18, 2015 (the "Lease"), pursuant to which Lessor has leased to Lessee certain railcars as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease. This filing is made for informational purposes only.

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

**LESSOR:**

**PROGRESS RAIL LEASING CORPORATION**

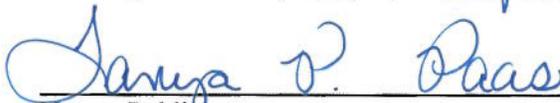
By:   
John Newman, its Senior Vice President

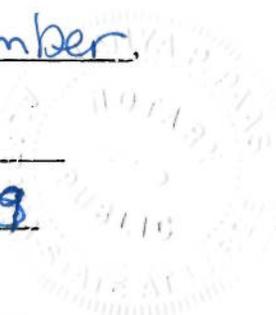
STATE OF ALABAMA

COUNTY OF MARSHALL

I, Tanya P. Paas, a Notary Public of the County and State aforesaid, certify that John Newman, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 25<sup>th</sup> day of September, 2015.

  
Notary Public  
My commission expires: 08-20-2019





**LESSEE:**

**Public Service Company of Oklahoma**

By:   
Timothy K. Light, its Vice President 

STATE OF Ohio

COUNTY OF Franklin

I, Donna J. Stephens, a Notary Public of the County and State aforesaid, certify that Timothy K. Light, as Vice President of Public Service Company of Oklahoma, personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 18<sup>th</sup> day of September, 2015.

  
Notary Public  
My commission expires: 1/4/2019



**Donna J. Stephens**  
Notary Public, State of Ohio  
My Commission Expires 01-04-2019



**EXHIBIT A  
TO  
MEMORANDUM OF LEASE**

Cars

Two hundred fifteen (215) railcars, with the following marks and numbers:

1	AEPX 3610	36	AEPX 3653	71	AEPX 3693
2	AEPX 3611	37	AEPX 3654	72	AEPX 3694
3	AEPX 3612	38	AEPX 3655	73	AEPX 3695
4	AEPX 3613	39	AEPX 3656	74	AEPX 3697
5	AEPX 3614	40	AEPX 3657	75	AEPX 3698
6	AEPX 3615	41	AEPX 3658	76	AEPX 3699
7	AEPX 3617	42	AEPX 3659	77	AEPX 3700
8	AEPX 3618	43	AEPX 3660	78	AEPX 3701
9	AEPX 3619	44	AEPX 3661	79	AEPX 3702
10	AEPX 3620	45	AEPX 3662	80	AEPX 3703
11	AEPX 3621	46	AEPX 3664	81	AEPX 3704
12	AEPX 3622	47	AEPX 3665	82	AEPX 3705
13	AEPX 3623	48	AEPX 3666	83	AEPX 3706
14	AEPX 3625	49	AEPX 3667	84	AEPX 3707
15	AEPX 3626	50	AEPX 3668	85	AEPX 3708
16	AEPX 3627	51	AEPX 3669	86	AEPX 3709
17	AEPX 3628	52	AEPX 3670	87	AEPX 3710
18	AEPX 3629	53	AEPX 3671	88	AEPX 3712
19	AEPX 3630	54	AEPX 3673	89	AEPX 3713
20	AEPX 3631	55	AEPX 3674	90	AEPX 3714
21	AEPX 3632	56	AEPX 3675	91	AEPX 3716
22	AEPX 3633	57	AEPX 3676	92	AEPX 3717
23	AEPX 3636	58	AEPX 3677	93	AEPX 3718
24	AEPX 3637	59	AEPX 3678	94	AEPX 3719
25	AEPX 3640	60	AEPX 3679	95	AEPX 3720
26	AEPX 3641	61	AEPX 3680	96	AEPX 3721
27	AEPX 3642	62	AEPX 3681	97	AEPX 3722
28	AEPX 3643	63	AEPX 3682	98	AEPX 3724
29	AEPX 3644	64	AEPX 3683	99	AEPX 3725
30	AEPX 3645	65	AEPX 3685	100	AEPX 3726
31	AEPX 3646	66	AEPX 3686	101	AEPX 3728
32	AEPX 3647	67	AEPX 3687	102	AEPX 3729
33	AEPX 3648	68	AEPX 3688	103	AEPX 3731
34	AEPX 3649	69	AEPX 3689	104	AEPX 3732
35	AEPX 3652	70	AEPX 3691	105	AEPX 3733



106	AEPX 3734	143	AEPX 3777	180	AEPX 3819
107	AEPX 3735	144	AEPX 3778	181	AEPX 3820
108	AEPX 3736	145	AEPX 3779	182	AEPX 3821
109	AEPX 3737	146	AEPX 3780	183	AEPX 3824
110	AEPX 3738	147	AEPX 3782	184	AEPX 3826
111	AEPX 3739	148	AEPX 3783	185	AEPX 3827
112	AEPX 3741	149	AEPX 3784	186	AEPX 3829
113	AEPX 3742	150	AEPX 3785	187	AEPX 3830
114	AEPX 3743	151	AEPX 3786	188	AEPX 3831
115	AEPX 3744	152	AEPX 3787	189	AEPX 3832
116	AEPX 3745	153	AEPX 3788	190	AEPX 3833
117	AEPX 3746	154	AEPX 3789	191	AEPX 3834
118	AEPX 3747	155	AEPX 3790	192	AEPX 3835
119	AEPX 3748	156	AEPX 3791	193	AEPX 3836
120	AEPX 3749	157	AEPX 3792	194	AEPX 3837
121	AEPX 3751	158	AEPX 3793	195	AEPX 3839
122	AEPX 3752	159	AEPX 3794	196	AEPX 3840
123	AEPX 3753	160	AEPX 3795	197	AEPX 3841
124	AEPX 3754	161	AEPX 3796	198	AEPX 3842
125	AEPX 3757	162	AEPX 3797	199	AEPX 3843
126	AEPX 3758	163	AEPX 3798	200	AEPX 3844
127	AEPX 3759	164	AEPX 3799	201	AEPX 3845
128	AEPX 3760	165	AEPX 3800	202	AEPX 3846
129	AEPX 3762	166	AEPX 3801	203	AEPX 3847
130	AEPX 3763	167	AEPX 3802	204	AEPX 3848
131	AEPX 3764	168	AEPX 3803	205	AEPX 3849
132	AEPX 3765	169	AEPX 3804	206	AEPX 3851
133	AEPX 3766	170	AEPX 3805	207	AEPX 3852
134	AEPX 3768	171	AEPX 3807	208	AEPX 3853
135	AEPX 3769	172	AEPX 3808	209	AEPX 3854
136	AEPX 3770	173	AEPX 3809	210	AEPX 3855
137	AEPX 3771	174	AEPX 3810	211	AEPX 3857
138	AEPX 3772	175	AEPX 3812	212	AEPX 3858
139	AEPX 3773	176	AEPX 3813	213	AEPX 3859
140	AEPX 3774	177	AEPX 3814	214	AEPX 3860
141	AEPX 3775	178	AEPX 3817	215	AEPX 3863
142	AEPX 3776	179	AEPX 3818		

[End of Exhibit A to Memorandum of Lease]



**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 28, 2015

  
\_\_\_\_\_  
Claire E. Murphy