

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

RECORDATION NO. 21304  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 439-0066

April 1, 1998

APR 1 '98 12-30 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

RECORDATION NO. 21304-A, B  
FILED

APR 1 '98 12-30 PM

APR 1 12 28 PM '98  
RECEIVED SURFACE TRANSPORTATION BOARD

Re: Ohio Power Company  
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the two primary documents described below and the secondary document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

*County parts - Quade*  
*Primary* →

- (1) Memorandum of Lease, dated as of April 1, 1998, between Wilmington Trust Company, as Lessor (the "Lessor"), and Ohio Power Company, as Lessee (the "Lessee"); and
- (2) Memorandum of Indenture, dated as of April 1, 1998, between United of Omaha Life Insurance Company, as Certificateholder (the "Certificateholder"), and Wilmington Trust Company, as Lessor (the "Lessor").

The secondary document is as follows:

- (1) Memorandum of Lease Supplement No. 1, dated April 1, 1998, between the Lessor and the Lessee.

The primary document to which the Memorandum of Lease Supplement No. 1 is connected is the Memorandum of Lease referred to above, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

Law Offices of  
CHAPMAN AND CUTLER

MEMORANDUM OF LEASE

Lessor:                   Wilmington Trust Company  
                              Rodney Square North  
                              110 North Market Street  
                              Wilmington, DE 19890-0001

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

MEMORANDUM OF INDENTURE

Certificateholder:      United of Omaha Life Insurance Company  
                              Mutual of Omaha Plaza  
                              Omaha, NE 68175

Lessor:                   Wilmington Trust Company  
                              Rodney Square North  
                              110 North Market Street  
                              Wilmington, DE 19890-0001

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessor:                   Wilmington Trust Company  
                              Rodney Square North  
                              110 North Market Street  
                              Wilmington, DE 19890-0001

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

Law Offices of  
CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease, Memorandum of Indenture, and Memorandum of Lease Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of seventy-eight dollars (\$78.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

David S. Golden, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE:

Memorandum of Lease between Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-001 and Ohio Power Company, as Lessee, c/o American Electric Power Service Corporation, 1 Riverside Plaza, Columbus, Ohio 43215, dated as of April 1, 1998, covering the new railroad rolling stock bearing the road numbers listed in the exhibit thereto.

(2) MEMORANDUM OF INDENTURE:

Memorandum of Indenture between United of Omaha Life Insurance Company, as Certificateholder, Mutual of Omaha Plaza, Omaha, NE 68175, and Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-0001, dated as of April 1, 1998, covering the obligations of the Debtor relating to new railroad rolling stock bearing the road numbers listed in the exhibit thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 between Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-001 and Ohio Power Company, as Lessee, c/o American Electric Power Service Corporation, 1 Riverside Plaza, Columbus, Ohio 43215, dated April 1, 1998, covering new railroad rolling stock bearing the road numbers listed in the exhibit thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of

Law Offices of  
CHAPMAN AND CUTLER

Lease between the Lessor and the Lessee dated as of April 1, 1998, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3861).

Sincerely,

CHAPMAN AND CUTLER

By \_\_\_\_\_  
Edward J. Pelican

DSG  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

Description	Number of Cars	Marks	Car Numbers
Aluminum BethGon Coalporter Cars	132	AEPX	4841-4972, Inclusive

RECORDATION NO. 21304 FILED

APR 1 '98

12-30PM

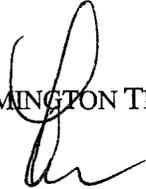
**MEMORANDUM OF LEASE**

Memorandum of Lease, made and entered into as of April 1, 1998 by and between Wilmington Trust Company, a Delaware banking corporation, as Lessor (the "Lessor") and Ohio Power Company, an Ohio corporation, as Lessee (the "Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Railcar Lease Agreement, dated as of March 1, 1998 (the "Lease"), whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

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.

  
WILMINGTON TRUST COMPANY

By \_\_\_\_\_

Name:

**Patricia A. Evans**

**Financial Services Officer**

Executed on this 30th day of March, 1998.

OHIO POWER COMPANY

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of March, 1998.

**MEMORANDUM OF LEASE**

Memorandum of Lease, made and entered into as of April 1, 1998 by and between Wilmington Trust Company, a Delaware banking corporation, as Lessor (the "Lessor") and Ohio Power Company, an Ohio corporation, as Lessee (the "Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Railcar Lease Agreement, dated as of March 1, 1998 (the "Lease"), whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

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.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March, 1998.

OHIO POWER COMPANY

By A.A. Pena  
Name: A. A. Pena  
Title: Treasurer

Executed on this 30th day of March, 1998.

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

On this, the 30 day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared Patricia A. Evans, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on March 30, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public **PATRICIA PIERCE**  
My Commission Expires **NOTARY PUBLIC - DELAWARE**  
Residing in \_\_\_\_\_ **My commission expires Aug. 22, 2000**

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of OHIO POWER COMPANY, that said instrument was signed on March \_\_, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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 March, 1998, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on March \_\_, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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 30th day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared A. A. Pena, who being by me duly sworn, says that (s)he is the Treasurer of OHIO POWER COMPANY, that said instrument was signed on March 30, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: *Marym. Sattaz*  
Notary Public  
My Commission Expires: 7-12-99  
Residing in Reynoldsburg, Ohio

**EXHIBIT A**

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Aluminum BethGon Coalporter Cars	132	AEPX	4841-4972, Inclusive