

Catherine Stiglich
Assistant Vice President
Operations

The CIT Group/
Capital Financing, Inc.
270 Park Avenue
New York, NY 10017
212 270-2694
Fax 212 270-6853



FEDERAL EXPRESS

0-141A001

May 17, 1990

Mrs. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, NW, Rm. 2303
Washington, DC 20423

RECORDATION NO 7915-10 FILED 1425

MAY 21 1990 9:30 AM
INTERSTATE COMMERCE COMMISSION

Re: Extension of Lease of Railroad Equipment
entered into between Ohio Power Company
as Lessee and The CIT Group/Equipment
Financing, Inc., formerly C.I.T. Corporation,
as Lessor

Dear Mrs. Lee:

Enclosed please find two originally executed and notarized forms of Extended Term of Lease of Railroad Equipment, originally filed with the Interstate Commerce Commission on May 2, 1975 at 2:10 p.m., assigned recordation number 7915. I request that you record the enclosed lease extension. I have enclosed a check for \$15.00 to cover the filing fee.

Please return one of the stamped recorded Lease Extensions to the address noted above. Should you require any additional information, please call me at (212) 270-2694.

Very truly yours,

A handwritten signature in cursive script that reads "Catherine Stiglich".

Catherine Stiglich

CS:tp
Enclosure

cc: I. Finkelson

Ohio Power Company
P.O. Box 16631
Columbus, OH 43216-6631

EXTENDED TERM OF LEASE OF RAILROAD EQUIPMENT

The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, New York 10017

Attention: Catherine Stiglich
Assistant Vice President

RECORDATION NO 7915-10 FILED 1425

MAY 21 1990 -9 30 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Pursuant to the provisions of Section 13 of that certain Lease of Railroad Equipment, dated as of December 23, 1974 (the Lease), by and between The CIT Group/Equipment Financing, Inc. formerly C.I.T. Corporation as Lessor, and Ohio Power Company (OPC) as Lessee, OPC exercised its option contained in said Section 13 to extend the term of the Lease for a period of five years commencing April 2, 1990, with respect to the Units of railroad equipment described on the attached Exhibit "A" hereto. The rental during this first extended term shall be payable in twenty quarterly payments, each in an amount equal to 1.597% of the Purchase Price of such Units, on January 2, April 2, July 2 and October 2 in each year of this extended term, commencing July 2, 1990. OPC expressly reserves the additional renewal options set forth in said Section 13. All other provisions of the Lease shall remain in full force and effect during this first extended term. All capitalized terms used herein shall have the meanings assigned to them in the lease.

ATTEST:

By *John P. Curran*
Title *Assistant Secretary*

OHIO POWER COMPANY, LESSEE

By *[Signature]*
Title *Vice President*

(Corporate Seal)

The CIT Group/Equipment Financing, Inc. formerly C.I.T. Corporation hereby agrees to the provisions of the first extended term, as set forth above, as of this 2nd day of April 1990.

THE CIT GROUP/EQUIPMENT FINANCING, INC.
formerly C.I.T. CORPORATION, LESSOR

ATTEST:

By *Catherine Stiglich*
Title *Assistant Vice President*

By *[Signature]*
Title *Senior Vice President*

(Corporate Seal)



STATE OF)
)ss:
COUNTY OF)

On this 11th day of April, 1990, before me personally appeared G.P. Mulvaney, to me personally known who, being by me duly sworn, says that his is Vice President of Ohio Power Company, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

(Notarial Seal)

John M Adams Jr.
Notary Public

My commission expires on _____

JOHN M. ADAMS JR., Attorney-At-Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

STATE OF New York)
)ss:
COUNTY OF New York)

On this 2nd day of April, 1990, before me personally appeared W.S. Pardey, to me personally known who, being by me duly sworn, says that his is the Senior Vice President of The CIT Group/Equipment Financing, Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument as the free act and deed of said corporation.

(Notarial Seal)

Patricia Rosenberg
Notary Public

My commission expires on _____

PATRICIA ROSENBERG
Notary Public, State of New York
No. 4769477
Qualified in Kings County
Commission Expires Feb. 28, 1991

EXHIBIT "A"

Definitive Listing of 360 Triple Hopper Coal Cars under
Lease of Railroad Equipment dated as of December 23, 1974,
as extended AEPX1124-1500, inclusive

AEPX 1124 -1133, inclusively
AEPX 1135 -1161, inclusively
AEPX 1163 -1172, inclusively
AEPX 1174 -1189, inclusively
AEPX 1191 -1205, inclusively
AEPX 1207 -1237, inclusively
AEPX 1239 -1271, inclusively
AEPX 1273 -1307, inclusively
AEPX 1309 -1326, inclusively
AEPX 1329 -1345, inclusively
AEPX 1347 -1404, inclusively
AEPX 1406 -1416, inclusively
AEPX 1418 -1434, inclusively
AEPX 1436 -1458, inclusively
AEPX 1460 -1461, inclusively
AEPX 1463 -1479, inclusively
AEPX 1481 -1500, inclusively

Schedule of Quarterly Rental Payments by Ohio Power Company Lessee,
to The CIT Group/Equipment Financing, Inc. formerly C.I.T. Corporation Lessor, under
lease of Railroad Equipment dated as of December 23, 1974, as extended, pursuant
to Section 13 of the Lease, covering 360 Bethlehem Steel Triple Hopper Coal Cars

Extended Acquisition Date

<u>Equipment</u>	<u>Series Nos.</u>	<u>Units</u>	<u>Total Cost</u>
4,000 cu. ft. triple hopper coal cars	AEPX 1124-1500 (*)	361 360 units	\$9,393,462.73

(*) Not consecutive. Definitive Listing Attached.

<u>Payment Number</u>	<u>Date Due</u>	<u>Amount (A)</u>	<u>Casualty Value</u>
21	July 2, 1990	\$150,013.60	15
22	October 2, 1990	\$150,013.60	15
23	January 2, 1991	\$150,013.60	15
24	April 2, 1991	\$150,013.60	15
25	July 2, 1991	\$150,013.60	15
26	October 2, 1991	\$150,013.60	15
27	January 2, 1992	\$150,013.60	15
28	April 2, 1992	\$150,013.60	15
29	July 2, 1992	\$150,013.60	15
30	October 2, 1992	\$150,013.60	15
31	January 2, 1993	\$150,013.60	15
32	April 2, 1993	\$150,013.60	15
33	July 2, 1993	\$150,013.60	15
34	October 2, 1993	\$150,013.60	15
35	January 2, 1994	\$150,013.60	15
36	April 2, 1994	\$150,013.60	15
37	July 2, 1994	\$150,013.60	15
38	October 2, 1994	\$150,013.60	15
39	January 2, 1995	\$150,013.60	15
40	April 2, 1995	\$150,013.60	15

(A) Rentals based on 1.597% of the Purchase Cost for twenty (20) quarterly payments,
subject to adjustments for Casualty Occurrences pursuant to Section 7 of the Lease.

Approved:

THE CIT GROUP/EQUIPMENT FINANCING, INC.
formerly C.I.T. Corporation

By 
Title SVP

Approved:

OHIO POWER COMPANY

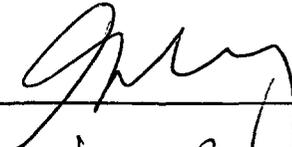
By 
Title Vice President

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AEPX 1463 -1479, inclusively
AEPX 1481 -1500, inclusively