



0-016A035

Mellon Financial Services

Leasing Group
Mellon Financial Services
Corporation
One Mellon Bank Center
Suite 1111
Pittsburgh, PA 15258-0001

January 11, 1990

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO 16699-A or B FILED 1425

ATTENTION: Mildred Lee

JAN 12 1990 - 4:50 PM

RE: Lease of Railroad Equipment

INTERSTATE COMMERCE COMMISSION

Ladies and Gentlemen:

Enclosed are an original and one copy/counterpart of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

1. Amendment No. 1 to Lease of Railroad Equipment, dated as of December 29, 1989 between Mellon Financial Services Corporation #3 and Indiana Michigan Power Company.
2. Lease Supplement No. 2 to Lease of Railroad Equipment, dated as of December 29, 1989 between Mellon Financial Services Corporation #3 and Indiana Michigan Power Company.

The Lease of Railroad Equipment dated as of December 29, 1989 between Mellon Financial Services Corporation #3 and Indiana Michigan Power Company was filed with the Interstate Commerce Commission on December 29, 1989 at 6:00 PM and assigned recordation number 16699.

Please return the original and any extra copies not needed by the Commission for recordation to Thomas Todd, Esquire, Reed, Smith, Shaw & McClay, 435 Sixth Avenue, Pittsburgh, PA 15219.

If you have any questions or comments please do not hesitate to call Mr. Todd at 1-800-288-7776.

Very truly yours,

MELLON FINANCIAL SERVICES CORPORATION #3

By: Christine R Cook
Christine R. Cook, Vice President

cc: Thomas Todd, Esquire

Enclosures

Counterpart - Authenticated



January 11, 1990
Mr. Arthur Jordan
Page 2

I do not know the amount of filing fees required for recordation. Could you please check the amounts for the various filings and prepare a Reed Smith check for the filing fees.

We appreciate your help in filing these documents. Please don't hesitate to call me at (412) 234-3912 with any questions.

Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Chris Cook".

Christine R. Cook
Vice President

CRC/lam

Enclosures

cc: Thomas Todd, Esquire



Mellon Financial Services

January 11, 1990

Mr. Arthur Jordan
Reed Smith Shaw & McClay
Ring Building
1200 18th Street, N.W.
Washington, D.C. 20036

Leasing Group
Mellon Financial Services
Corporation
One Mellon Bank Center
Suite 1111
Pittsburgh, PA 15258-0001

RECORDATION NO. 16699-A FILED 1425

JAN 12 1990 - 4:50 PM

INTERSTATE COMMERCE COMMISSION

Re: Lease of Railroad Equipment dated as of December 29, 1989
between Mellon Financial Services Corporation #3 and Indiana
Michigan Power Company (the "Lease")

Dear Art:

Enclosed are the following documents:

- o Transmittal letter to the Interstate Commerce Commission.
- o Three (3) originals of Lease Supplement No. 2 to the Lease.
- o Three (3) originals of Amendment No. 1 to the Lease.

You should also receive on Friday morning the following documents:

- o From David Gallo, American Electric Power (AEP), three (3) signature acknowledgment pages.
- o From Doug Goodrich at PLM International, a form of a release of a Lease of Railroad Equipment dated as of December 3, 1974 between PLM Financial Services, Inc. as general partner for PLM Equipment Growth Fund II (Lessor), and Ohio Power Company (Lessee).

Please attach the acknowledgment pages you receive from AEP to the Lease Supplement No. 2.

When you have received all these documents and assembled them for filing, please call me. When everything is in order, Mellon will wire funds to PLM; PLM will authorize filing of the release and the documents can be filed with the ICC in the following order:

1. Release
2. Amendment
3. Supplement

Interstate Commerce Commission

Washington, D.C. 20423

1/12/90

OFFICE OF THE SECRETARY

Christine R. Cook
Mellon Financial Services
One Mellon Bank Center
Suite 1111
Pittsburgh, PA 15258

Dear Sir;

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/90 at 4:50PM, and assigned recordation number(s). 16699-A + 16699-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDING NO. 16699-A FILED 1425

LEASE SUPPLEMENT NO. 2

JAN 12 1990 - 4:50 PM

INTERSTATE COMMERCE COMMISSION

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Lease of Railroad Equipment dated as of December 29, 1989 by and between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that each Railcar described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, is located at the location set forth below, and that as between Lessor and Lessee, each such Railcar is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally accepts each such Railcar for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Railcar described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Railcar commences on the date hereof and that such date is the Acceptance Date thereof; that the amount of the Acquisition Cost and Basic Rent for all Railcars covered by this Lease Supplement and Basic Term thereof, is as set forth below, and the amount of the Acquisition Cost of any Railcar listed on any Schedule attached hereto is as set forth therein. Lessee certifies that its representations and warranties set forth in Section 22 of the Lease are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Railroad Equipment: See attachment
2. Location: See attachment
3. Acquisition Cost: \$20,500 per railcar
4. Basic Term Commencement Date: January 12, 1990

5. Basic Term: 180 months, commencing on Basic Term Commencement Date and ending on January 11, 2005.
6. Basic Rent payable during Basic Term: \$72,560.01 (plus applicable sales/use tax) payable on each Rent Payment Date in arrears during Basic Term, commencing on April 11, 1990, and on each April 11, July 11, October 11 and January 11 through and including July 11, 1997 and \$88,684.45 commencing on October 11, 1997 through January 11, 2005.

Dated: January 12, 1990

COUNTERPART NO. _____ OF _____
SERIALLY NUMBERED MANUALLY EXECUTED
COUNTERPARTS. TO THE EXTENT IF
ANY THAT THIS DOCUMENT CONSTITUTES
CHATTEL PAPER UNDER THE UNIFORM
COMMERCIAL CODE, NO SECURITY
INTEREST IN THIS DOCUMENT MAY BE
CREATED THROUGH THE TRANSFER AND
POSSESSION OF ANY COUNTERPART
OTHER THAN COUNTERPART NO. 1.

(Lessor)

By MELLON FINANCIAL SERVICES
CORPORATION #3

By Christine R Cool
Title Vice President

INDIANA MICHIGAN POWER COMPANY
(Lessee)

By [Signature]
Title Vice President

Lessee's Initials

Lessor's Initials

MELLON FINANCIAL SERVICES CORPORATION #3
LEASE OF RAILROAD EQUIPMENT

The option to purchase of the following 131 rail cars originally leased by Ohio Power Company under the Lease of Railroad Equipment dated as of December 3, 1974, between PLM Financial Services, Inc. as general partner for PLM Equipment Growth Fund II (Lessor) and Ohio Power Company (Lessee) has been assigned to Indiana Michigan Power Company and are to be funded by Mellon Financial Services Corporation #3.

<u>AEPX</u> <u>Car</u> <u>Number</u>	<u>Present</u> <u>Location</u>	<u>AEPX</u> <u>Car</u> <u>Number</u>	<u>Present</u> <u>Location</u>
851	E	917	A
852	E	918	E
854	E	919	E
857	M	920	E
858	E	921	A
863	E	922	E
865	E	923	M
867	E	924	E
868	A	925	A
869	A	926	E
870	E	927	E
871	E	928	A
873	M	929	E
875	E	930	E
876	E	931	C
878	E	932	E
880	E	933	M
881	A	934	E
882	A	935	E
883	A	936	E
884	A	937	A
887	E	938	E
888	E	939	E
889	A	940	E
896	E	941	E
897	M	942	E
898	E	943	M
899	A	944	E
900	E	945	E
902	E	946	E
903	E	947	A
904	E	948	E
907	E	949	A
908	E	950	E
909	A	951	E
910	A	952	E
911	E	953	B
912	A	954	E
913	M	955	M
914	E	956	A
915	E	957	A
916	M	958	M

MELLON FINANCIAL SERVICES CORPORATION #3
LEASE OF RAILROAD EQUIPMENT

The option to purchase of the following 131 rail cars originally leased by Ohio Power Company under the Lease of Railroad Equipment dated as of December 3, 1974, between PLM Financial Services, Inc. as general partner for PLM Equipment Growth Fund II (Lessor) and Ohio Power Company (Lessee) has been assigned to Indiana Michigan Power Company and are to be funded by Mellon Financial Services Corporation #3.

<u>AEPX Car Number</u>	<u>Present Location</u>	<u>AEPX Car Number</u>	<u>Present Location</u>
959	M	982	A
960	B	983	E
961	E	984	A
962	M	985	E
963	E	986	A
964	M	987	E
965	A	989	E
966	E	990	E
967	E	991	E
968	E	992	E
969	C	993	A
970	E	994	E
971	M	995	E
972	A	996	E
973	E	997	E
974	E	998	A
975	E	999	E
976	A	1000	E
977	A	1001	E
979	E	1002	E
980	E	1005	A
981	E	1006	A
		1008	E
		1009	A
		1010	E

RAILCAR LOCATION CODES

<u>CODE</u>	<u>NAME</u>	<u>CITY/STATE</u>
A	Amos Plant	St. Albans, WV
B	Breed Plant	Terre Haute, IN
M	Mitchell Plant	Moundsville, WV
E	Cook Coal Terminal	Metropolis, IL
C	Amos Plant	St. Albans, WV

ACKNOWLEDGMENT

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

On this, the 10th day of January, 1990, before me, a Notary Public in and for said County and State, personally appeared G. P. Maloney, the Vice President of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he 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.



Mary M. Soltesz

Name: Mary M. Soltesz
Notary Public
My Commission Expires: 7-13-94
Residing in Franklin County, Ohio

RECORDATION NO. 16699-A FILED 1425

JAN 12 1990 4:50 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1, dated as of the 1st day of January, 1990, to the Lease of Railroad Equipment, dated as of December 29, 1989 (the "Lease"), between Mellon Financial Services Corporation #3, as Lessor, and Indiana Michigan Power Company, as Lessee;

W I T N E S S E T H :

WHEREAS, the Terms which are defined in the Lease are used herein as defined therein;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the Lessor and the Lessee agree as follows:

That Section 14(a) of the Lease shall be deleted, and the following provision shall be added in substitution therefor:

(a) By Lessee. Except as provided herein, Lessee will not, without the prior written consent of Lessor, assign any Item of Equipment, or transfer or encumber its rights or obligations hereunder, and any attempted assignment, transfer or encumbering by Lessee shall be null and void. Notwithstanding the foregoing sentence, the Lessee may, without the prior written consent of the Lessor, furnish the Equipment to railroad companies for use upon lines of railroad over which they have trackage or other operating rights, and to connecting and other carriers in the usual interchange of traffic, or to others than railroad companies for use in their business in accordance with customary industry practice; provided, however, that in no such event shall any Item of Equipment be so furnished in a manner which would result (i) in its use or operation outside of the continental United States or (ii) in its being out of the possession and control of Lessee for a period of more than 270 consecutive days.

IN WITNESS WHEREOF, the Lessor and Lessee have caused this AMENDMENT NO. 1 to be executed and delivered by their duly authorized officers as of the day and year first above written.

MELLON FINANCIAL SERVICES CORPORATION #3
LESSOR

By: Christine P. Cook
Its: Vice President

INDIANA MICHIGAN POWER COMPANY
LESSEE

By: [Signature]
Its: Vice President

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

On this, the 10th day of January, 1990, before me, a Notary Public in and for said County and State, personally appeared G. P. Maloney, the Vice President of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he 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.

Mary M. Soltesz
Name: Mary M. Soltesz
Notary Public
My Commission Expires: 7-13-94
Residing in Franklin County, Ohio



