



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 - Arthur Ford

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,



Christine R. Cook
Vice President

CRC/lam

Enclosures

cc: Thomas Todd, Esquire

RECORDATION NO. 1669-B FILED 1425

JAN 12 1990 - 4 50 PM

LEASE SUPPLEMENT NO. 2

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. Cook
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

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<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. Soltész

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