



The David J. Joseph Company

16970-E
FILED 1025

October 11, 1995

OCT 10 1995 10 20 AM

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Partial Termination of Lease dated as of September 27, 1995, between the following parties:

Lessor: Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

Lessee: Ohio Power Company
Subsidiary of: American Electric Power Service Corporation
1 Riverside Plaza
Columbus, OH 43215-2373

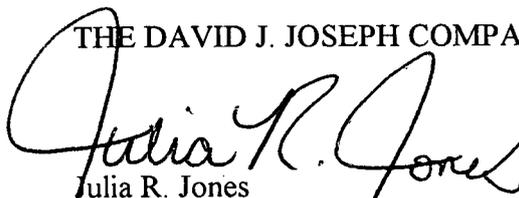
The lease to which this document is connected to is recorded under Recordation No. 16970 and a Lease Supplement was recorded under Recordation No. 16970-B

Please see Schedule A attached hereto for the Equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Julia R. Jones
Documentation Assistant

Enclosures

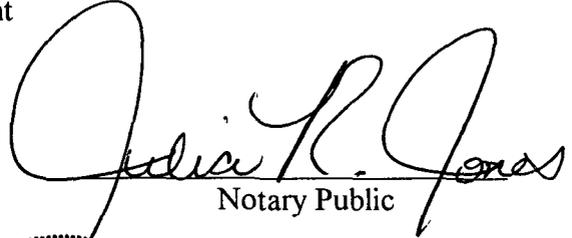
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

16970-E

OCT 10 1995

PARTIAL TERMINATION OF LEASE

This Partial Termination of Lease, dated as of September 27, 1995, by and between OHIO POWER COMPANY ("Lessee") and SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, successor to The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee ("Lessor").

WHEREAS, Lessee and Lessor are parties to a Railcar Lease, dated as of August 1, 1990 ("Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC"), pursuant to 49 U.S.C. Section 11303, on August 15, 1990 at 9:45 a.m. and given Recordation Number 16970; and

WHEREAS, Lease Supplement No. 1 was duly filed for recordation with the Interstate Commerce Commission ("ICC"), pursuant to 49 U.S.C. Section 11303, on August 15, 1990 at 9:45 a.m. and given Recordation Number 16970-B; and

WHEREAS, Lessee and Lessor desire to terminate and cancel the Lease with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Lessee and Lessor, intending to be legally bound, agree as follows:

1. Lessee and Lessor hereby terminate and cancel the Lease, effective September 27, 1995 with respect to the equipment described on Schedule A attached hereto (hereinafter, "Terminated Equipment").
2. The parties agree to record this Partial Termination of Lease with the ICC so as to release any lien against the Terminated Equipment created by or arising out of the Lease.
3. Nothing herein contained shall be construed to terminate and cancel the Lease with respect to any equipment other than the Terminated Equipment hereinabove specifically described.
4. This Partial Termination of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Termination of Lease.

IN WITNESS WHEREOF, the Lessor and Lessee have caused this Partial Termination of Lease to be executed and delivered by their duly authorized officers as of the day and year first above written.

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION
not in its individual capacity
but solely as Owner Trustee
LESSOR

By: SWAN T. KELL
Its: Vice President

OHIO POWER COMPANY
LESSEE

By: [Signature]
Its: Vice President

Consented to By:

WILMINGTON TRUST COMPANY
not in its individual capacity
but solely as Security Trustee

By: _____
Its: _____

IN WITNESS WHEREOF, the Lessor and Lessee have caused this Partial Termination of Lease to be executed and delivered by their duly authorized officers as of the day and year first above written.

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION
not in its individual capacity
but solely as Owner Trustee
LESSOR

By: _____
Its: _____

OHIO POWER COMPANY
LESSEE

By: _____
Its: Vice President

Consented to By:

WILMINGTON TRUST COMPANY
not in its individual capacity
but solely as Security Trustee

By: *W.L.*
Its: *V.P.*

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

On this, the 27th day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared G. P. Maloney, to me personally known, who being by me duly sworn, says that he is a Vice President of OHIO POWER COMPANY, that said instrument was signed 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.

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



BRENDA R. HEAVILL
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES AUG. 19, 1998

Brenda R. Heavill

Name:
Notary Public
My Commission Expires:
Residing in Franklin County, Ohio

STATE OF CONNECTICUT)
 : SS.:
COUNTY OF HARTFORD)

On this, the 27th day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared SUSAN T. KELLOGG, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed 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.

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

Dawn P. Heintz

Name:
Notary Public
My Commission Expires: NOTARY PUBLIC
Residing in
Simsbury, CT
DAWN P. HEINTZ
MY COMMISSION EXPIRES MAY 31, 1997

SCHEDULE A

AEPX	1520
AEPX	1522
AEPX	1533
AEPX	1535
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AEPX	1542
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AEPX	1557
AEPX	1558
AEPX	1577
AEPX	1582
AEPX	1594
AEPX	1602
AEPX	1604
AEPX	1624
AEPX	1637
AEPX	1647
AEPX	1684
AEPX	1688
AEPX	1689
AEPX	1690
AEPX	1706
AEPX	1711
AEPX	1713
AEPX	1718
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AEPX	1721
AEPX	1723
AEPX	1725
AEPX	1728
AEPX	1737
AEPX	1746
AEPX	1749
AEPX	1754
AEPX	1756
AEPX	1780
AEPX	1788
AEPX	1796
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AEPX	1865