

25754  
RECORDATION NO. FILED

AUG 04 '05 12-10 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 4, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease, dated as of August 5, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: GATX Financial Corporation  
Four Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

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

A description of the railroad equipment covered by the enclosed document is:

20001  
120 railcars AEPX 2001 - AEPX 20120

Mr. Vernon A. Williams  
August 4, 2005  
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF LEASE**

This Memorandum of Railcar Lease, made and entered into as of August 5, 2005, is by and between GATX Financial Corporation ("Lessor"), and Appalachian Power Company ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the railcars described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.

2. The railcars are fully described in a certain Railcar Lease, dated August 1, 2005, and a Lease Supplement No.1, dated as of August 5, 2005 (together with all of their riders, schedules and other attachments thereto, collectively the "Lease"), each between Lessor and Lessee.

3. The Lease of the railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the Lease.

4. This Memorandum of Railcar Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written

GATX Financial Corporation  
as Lessor

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**12-10 PM**

**SURFACE TRANSPORTATION BOARD**

By: Linda C. Girard  
Name: Linda C. Girard  
Title: Vice President

Appalachian Power Company  
as Lessee

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

**MEMORANDUM OF LEASE**

This Memorandum of Railcar Lease, made and entered into as of August \_\_\_\_, 2005, is by and between GATX Financial Corporation ("Lessor"), and Appalachian Power Company ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the railcars described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.
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4. This Memorandum of Railcar Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

GATX Financial Corporation  
as Lessor

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

Appalachian Power Company  
as Lessee

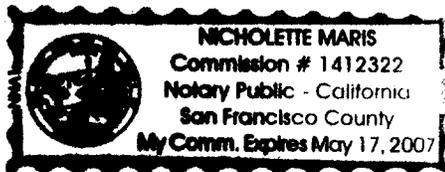
By: Stephan T. Haynes  
Name: Assistant Treasurer  
Title: \_\_\_\_\_

State of California )  
 )  
County of San Francisco )

On August 3, 2005, before me, Nicholette Maris, Notary Public, personally appeared Linda C. Girard, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

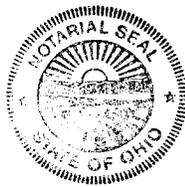
Nicholette Maris  
Notary Public  
My Commission Expires: May 17, 2007



STATE OF OHIO    )  
                          ) ss.  
County of Franklin )

On this 3<sup>rd</sup> day of August, 2005, before me, David C. House, the undersigned Notary Public, personally appeared Stephan T. Haynes personally known to me to be the person who executed the within instrument as Assistant Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

  
\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_



**DAVID C. HOUSE, ATTORNEY AT LAW**  
NOTARY PUBLIC, STATE OF OHIO  
My commission has no expiration date.  
Section 147.03 R.C.

EXHIBIT  
To

Memorandum of Lease Agreement between GATX Financial Corporation  
and Appalachian Power Company

DESCRIPTION	NUMBER OF CARS	MARKS	CAR NUMBERS
Aluminum Rotary AutoFlood III railcars	120	AEPX	20001 to 20120 (inclusive)

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/4/05



\_\_\_\_\_  
Robert W. Alvord