

RECORDATION NO. 25754B FILED

SEP 15 '05

4-28 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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September 15, 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 September 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed under Recordation Number 25754.

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

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

40 railcars AEPX 20121 – AEPX 20160

Mr. Vernon A. Williams
September 15, 2005
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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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Railcar Lease, made and entered into as of September 15, 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 Railcar Lease Supplement No. 2, dated as of September 15, 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

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

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Appalachian Power Company
as Lessee

SURFACE TRANSPORTATION BOARD

By: _____
Name: Stephan T. Haynes
Title: Assistant Treasurer

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GATX Financial Corporation
as Lessor

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

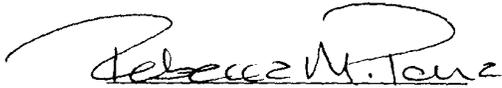
Appalachian Power Company
as Lessee

By:  _____
Name: Stephan T. Haynes
Title: Assistant Treasurer

State of California)
) ss.
County of San Francisco)

On September 13th, 2005 before me, Rebecca M. Pena, Notary Public, personally appeared Linda C. Girard, personally know to me 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.





STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

On this 12th day of September, 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
NOTARY PUBLIC
STATE OF OHIO
FRANKLIN COUNTY

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	40	AEPX	20121 thru 20160 (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: ¹⁵ September 1, 2005



Robert W. Alvord