

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

January 16, 2008

RECORDATION NO. 24485-0 FILED

Ms. Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

JAN 16 '08 -2 00 PM

SURFACE TRANSPORTATION BOARD

Re: Synthetic Lease Financing of Railcars
Southwestern Electric Power Company ("SWEPCO") and
Indiana Michigan Power Company ("IMPCO")

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the primary document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The primary document is as follows:

Memorandum of Termination dated as of January 10, 2008 between and among AEP Transportation, LLC (the "*Lessee*"), BTMU Capital Corporation (f/k/a BTM Capital Corporation) (the "*Lessor*"), and Wilmington Trust Company, as trustee (the "*Security Trustee*").

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

MEMORANDUM OF TERMINATION

As Lessee: AEP Transportation, LLC
c/o American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

Law Offices of
CHAPMAN AND CUTLER LLP

Ms. Anne K. Quinlan, Acting Secretary
January 16, 2008
Page 2

As Lessor: BTMU Capital Corporation
111 Huntington Avenue
Suite 400
Boston, Massachusetts 02199

As Security Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

A fee of thirty five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Amanda J. Leahy, Esq.
Chapman and Cutler LLP
111 West Monroe
Chicago, IL 60603-4080

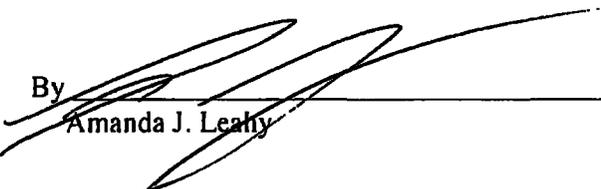
A short summary of the document to appear in the index follows:

"MEMORANDUM OF TERMINATION, dated as of January 10, 2008, listing the 2003 Transaction Documents that were previously filed and recorded with the Surface Transportation Board and acknowledging the termination of the 2003 Transaction Documents effective as of January 10, 2008."

If you have any questions or need further information regarding this matter, please do not hesitate to contact the undersigned at (312) 845-3464 or Edward J. Pelican at (312) 845-3861.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Amanda J. Leahy

AJL
Enclosures

JAN 16 '08 -2 00 PM

MEMORANDUM OF TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION (the "*Memorandum of Termination*"), dated as of January 10, 2008, is between and among AEP TRANSPORTATION, LLC, a Delaware limited liability company (the "*Lessee*" or "*AEP Transportation*"), BTMU CAPITAL CORPORATION (f/k/a BTM Capital Corporation), a Delaware corporation (the "*Lessor*"), and WILMINGTON TRUST COMPANY, as trustee (the "*Security Trustee*").

1. The Lessor and the Lessee have heretofore entered into that certain Railcar Lease and Security Agreement dated as of June 1, 2003 (the "*2003 Railcar Lease and Security Agreement*") and the Lease Supplements delivered pursuant thereto (collectively, the "*2003 Lease Supplements*") by which the Lessor has leased to Lessee certain railroad equipment. The 2003 Railcar Lease and Security Agreement and the 2003 Lease Supplements were duly filed and recorded with the Surface Transportation Board (the "*Board*"), pursuant to, and in compliance with, the provisions of 49 U.S.C. Section 11301(a) and the regulations thereunder (the "*Recordation Provisions*"), on the dates, at the times, and under the Recordation Numbers set forth on Exhibit A attached hereto.

2. The Lessor, as debtor, and the Security Trustee, as secured party, have heretofore entered into that certain Security Agreement-Trust Deed dated as of June 1, 2003 (the "*2003 Security Agreement*") and the Security Agreement Supplements delivered pursuant thereto (collectively, the "*2003 Security Agreement Supplements*") covering the obligations of the Lessor, as debtor, relating to certain railroad equipment. The 2003 Security Agreement and the 2003 Security Agreement Supplements were duly filed and recorded with the Board, pursuant to, and in compliance with, the Recordation Provisions, on the dates, at the times, and under the Recordation Numbers set forth on Exhibit A attached hereto.

3. The Lessor and the Lessee have heretofore entered into various sublease assignment and security agreements on each of June 17, 2003, August 21, 2003, September 9, 2003, September 26, 2003, October 15, 2003 and October 30, 2003 (collectively, the "*2003 Sublease Assignments*"). The 2003 Sublease Agreements were duly filed and recorded with the Board, pursuant to, and in compliance with, the Recordation Provisions, on the dates, at the times, and under the Recordation Numbers set forth on Exhibit A attached hereto.

The 2003 Railcar Lease and Security Agreement, 2003 Lease Supplements, 2003 Security Agreement, 2003 Security Agreement Supplements and 2003 Sublease Assignments are hereinafter referred to as the "*2003 Transaction Documents*."

NOW, THEREFORE, the parties to this Agreement acknowledge and agree with one another as follows:

Each of the 2003 Transaction Documents was terminated effective as of January 10, 2008 (the "*Effective Date*") with respect to the units of railroad equipment subject thereto and identified on Exhibit B hereto.

This Memorandum of Termination shall neither impair nor terminate the rights and obligations of the parties under the 2003 Transaction Documents which expressly survive their termination.

This Memorandum of Termination shall be governed by and construed in accordance with the laws of the State of Ohio.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

AEP TRANSPORTATION, LLC

By 
Name: Jeffrey D. Cross
Title: Vice President

BTMU CAPITAL CORPORATION (f/k/a BTM
Capital Corporation), as Lessor and as LC
Issuer

By 
Name: **CHERYL A. BEHAN** *mi*
Title: **Senior Vice President**

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

By Robert P. Hines, Jr.
Name: Robert P. Hines, Jr.
Title: Assistant Vice President

STATE OF OHIO

)

) SS:

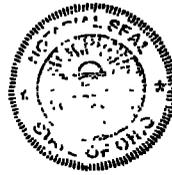
COUNTY OF FRANKLIN

)

On this, the 10th day of January, 2008, before me, a Notary Public in and for said County and State, personally appeared Jeffrey D. Cross, a Vice President of AEP TRANSPORTATION, LLC who acknowledged himself to be a duly authorized officer of AEP TRANSPORTATION, LLC 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.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____



DAVID C. HOUSE, ATTORNEY AT LAW
NOTARY PUBLIC
My commission expires 12/31/2010
Section 147.03 R.C.

COMMONWEALTH OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK)

On this, the 15th day of January, 2008, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Behan, the Senior Vice President of BTMU CAPITAL CORPORATION (f/k/a BTM Capital Corporation) who acknowledged ^{himself} to be a duly authorized officer of BTMU CAPITAL CORPORATION (f/k/a BTM Capital Corporation) and that, as such officer, being authorized to do so, ^{he} executed the foregoing instrument for the purposes therein contained. ₅₇₂

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

Name: Kathleen Casserly
Notary Public
My Commission Expires: August 21, 2009
Residing in Boston, MA

STATE OF DELAWARE

)

) SS:

COUNTY OF NEW CASTLE

)

On this, the 15th day of January, 2008, before me, a Notary Public in and for said County and State, personally appeared Robert P. Hines, Jr., the Assistant V.P. of WILMINGTON TRUST COMPANY who acknowledged himself to be a duly authorized officer of WILMINGTON TRUST 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.

Name: *Vernessa E. Robinson*
Notary Public

VERNESSA E. ROBINSON

My Commission Expires: Notary Public - State of Delaware

Residing in Wilmington, DE My Comm. Expires Oct. 26, 2010

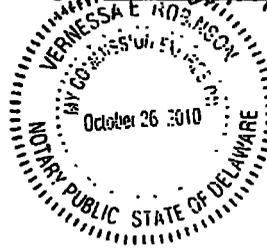


EXHIBIT A

1. The 2003 Railcar Lease and Security Agreement and 2003 Security Agreement were duly filed and recorded with the Board pursuant to, and in compliance with, the Recordation Provisions on June 17, 2003 and were assigned Recordation Numbers 24485 (filed at 12:36 p.m.) and 24485-B (filed at 1:01 p.m.), respectively.

2. Lease Supplement No. 1, Security Agreement Supplement No. 1 and Sublease Assignment-First Closing, each dated as of June 17, 2003, were duly filed and recorded with the Board on June 17, 2003 and were assigned Recordation Numbers 24485-A (filed at 12:53 p.m.), 24485-C (filed at 1:26 p.m.), and 24485-D (filed at 3:57 p.m.), respectively.

3. Lease Supplement No. 2, Security Agreement Supplement No. 2 and Sublease Assignment-Second Closing, each dated as of August 21, 2003, were duly filed and recorded with the Board on August 21, 2003 and were assigned Recordation Numbers 24485-E (filed at 10:34 a.m.), 24485-F (filed at 10:43 a.m.) and 24485-G (filed at 10:47 a.m.), respectively.

4. Lease Supplement No. 3, Security Agreement Supplement No. 3 and Sublease Assignment-Third Closing, each dated as of September 9, 2003, were duly filed and recorded with the Board on September 9, 2003 and were assigned Recordation Numbers 24485-H (filed at 10:30 a.m.), 24485-I (filed at 10:34 a.m.) and 24485-J (filed at 10:36 a.m.), respectively.

5. Lease Supplement No. 4, Security Agreement Supplement No. 4, and Sublease Assignment-Fourth Closing, each dated as of September 26, 2003, were duly filed and recorded with the Board on September 26, 2003 and were assigned Recordation Numbers 24485-K (filed at 11:00 a.m.), 24485-L (filed at 11:09 a.m.) and 24485-M (filed at 11:22 a.m.), respectively.

6. Lease Supplement No. 5, Security Agreement Supplement No. 5 and Sublease Assignment-Fifth Closing, each dated as of October 15, 2003, were duly filed and recorded with the Board on October 15, 2003 and were assigned Recordation Numbers 24485-N (filed at 1:34 p.m.), 24485-O (filed at 1:47 p.m.) and 24485-P (filed at 1:54 p.m.), respectively.

7. Lease Supplement No. 6, Security Agreement Supplement No. 6 and Sublease Assignment-Sixth Closing, each dated as of October 30, 2003, were duly filed and recorded with the Board on October 29, 2003 and were assigned Recordation Numbers 24485-Q (filed at 1:29 p.m.), 24485-R (filed at 1:35 p.m.) and 24485-S (filed at 1:46 p.m.), respectively.

EXHIBIT B
DESCRIPTION OF EQUIPMENT

DESCRIPTION	NUMBER OF CARS	- MARKS	CAR NUMBERS
Johnstown America built new Aluminum BethGon II Coalporters	875	COEH	5708 - 6562 (inclusive) and 699132 - 699151 (inclusive) (Double Rotary)

EXHIBIT B
to Memorandum of Termination

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: 1/16/08



Robert W. Alvord