

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

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

November 30, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Re: Indiana Michigan Power Trust No. 91-3

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Liens, dated as of November 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement-Trust Deed and Supplement previously filed with the Commission under Recordation Numbers 17463-A and -C and is a total release of the security agreement.

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

Security Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: Indiana Michigan Power Company
1 Riverside Plaza
Columbus, Ohio 43215

Chief, Section of Administration
November 30, 2012
Page 2

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

All railcars currently covered by the Security Agreement-Trust Deed on file under Recordation Number 17463-A, as amended and supplemented, (141 - 110-ton gondola cars : AEPX 3201 - AEPX 3341) are RELEASED.

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

Release of Liens.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/bhs
Enclosures

RELEASE OF LIENS

Dated as of November 29, 2012

between

**INDIANA MICHIGAN POWER COMPANY,
as Lessee**

and

**WILMINGTON TRUST COMPANY,
as Security Trustee**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT A** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE.

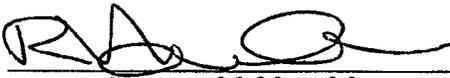
SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of November 29, 2012 by WILMINGTON TRUST COMPANY, a Delaware trust company, as Security Trustee (the "Security Trustee") under the Security Agreement-Trust Deed dated as of July 1, 1991 between The Connecticut National Bank (now known as U.S. Bank, National Association), not individually but solely as Owner Trustee under Indiana Michigan Power Trust 91-2 (the "Owner Trustee"), and the Security Trustee (as supplemented and amended from time to time, the "Trust Deed"; capitalized terms used herein without definition having the respective meanings set forth in the Trust Deed) and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation (the "Lessee").

1. The Security Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Trust Deed and (ii) release any and all of its interest and Liens under the Trust Deed.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Security Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

INDIANA MICHIGAN POWER COMPANY,
as Lessee

By: 
Name: **Renee V. Hawkins**
Title: **Assistant Treasurer**

WILMINGTON TRUST COMPANY,
as Security Trustee

By: _____
Name:
Title:

SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of November ____, 2012 by WILMINGTON TRUST COMPANY, a Delaware trust company, as Security Trustee (the "Security Trustee") under the Security Agreement-Trust Deed dated as of July 1, 1991 between The Connecticut National Bank (now known as U.S. Bank, National Association), not individually but solely as Owner Trustee under Indiana Michigan Power Trust 91-2 (the "Owner Trustee"), and the Security Trustee (as supplemented and amended from time to time, the "Trust Deed"; capitalized terms used herein without definition having the respective meanings set forth in the Trust Deed) and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation (the "Lessee").

1. The Security Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Trust Deed and (ii) release any and all of its interest and Liens under the Trust Deed.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Security Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

INDIANA MICHIGAN POWER COMPANY,
as Lessee

By: _____
Name:
Title:

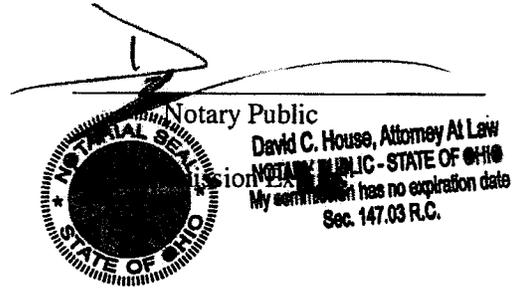
WILMINGTON TRUST COMPANY,
as Security Trustee

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

State of Ohio)
)
County of Franklin) ss

On this 29th day of November, 2012, before me, a notary public, personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn says that she is the Assistant Treasurer of INDIANA MICHIGAN POWER COMPANY and that said instrument was executed 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.

(Notarial Seal)



State of Delaware)
)
County of New Castle) ss

On this ____ day of November, 2012, before me, a notary public, personally appeared Robert P. Hines, to me personally known, who being by me duly sworn says that he is the Assistant vice President of WILMINGTON TRUST COMPANY as Security Trustee and that said instrument was executed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public
My Commission Expires:

State of Ohio)
) ss
County of Franklin)

On this ____ day of November, 2012, before me, a notary public, personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn says that she is the Assistant Treasurer of INDIANA MICHIGAN POWER COMPANY and that said instrument was executed 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.

(Notarial Seal)

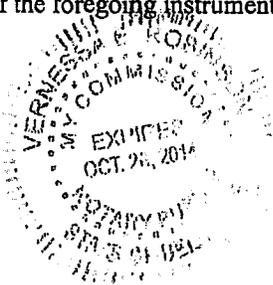
Notary Public

My Commission Expires:

State of Delaware)
) ss
County of New Castle)

On this 29 day of November, 2012, before me, a notary public, personally appeared Robert P. Hines, Jr., to me personally known, who being by me duly sworn says that he is the Assistant Vice President of WILMINGTON TRUST COMPANY as Security Trustee and that said instrument was executed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Vernessa E. Robinson
Notary Public

My Commission Expires:

VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2014

Exhibit A

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Security Agreement and Trust Deed, dated July 1, 1991	August 2, 1991	17462-A
Security Agreement Supplement No. 1, dated August 2, 1991	August 2, 1991	17462-C
Security Agreement Supplement No. 2 and First Amendment to the Security Agreement Supplement No. 1, dated September 26, 1991	September 26, 1991	17462-E

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 11-30-12

Edward M Luria

Edward M. Luria