

RECORDATION NO 21304-C FILED
June 28, 2013 09:55 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 28, 2013

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Memorandum of Assignment of Lessee's Interest in Lease, dated as of June 30, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 21304 and 21304-B.

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

Assignor: Ohio Power Company
1 Riverside Plaza
Columbus, OH 43215

Assignee: Public Service Company of Oklahoma
c/o American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

Chief
Section of Administration
June 28, 2013
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A description of the railroad equipment covered by the enclosed document is:

123 railcars: AEPX 4841 through AEPX 4972 (excluding AEPX 4854, AEPX 4858, AEPX 4908, AEPX 4917, AEPX 4955, AEPX 4958, AEPX 4959, AEPX 4960 and AEPX 4962).

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

Memorandum of Assignment of Lessee's Interest in Lease.

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/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

Memorandum of Assignment of Lessee's Interest in Lease (this "*Memorandum*"), made and entered into as of June 30, 2013, by and among Ohio Power Company, an Ohio corporation ("*OPCO*") and Public Service Company of Oklahoma, an Oklahoma corporation ("*PSC*").

WITNESSETH

1. Wilmington Trust Company, not in its individual capacity but solely as Lessor Trustee ("*Lessor*") and OPCO are parties to that certain Railcar Lease ("*Original Lease*"), dated as of March 1, 1998, as supplemented and amended by the hereinafter defined Lease Supplement No. 1 (the Original Lease, as so supplemented or amended, the "*Lease*").

2. Lessor and OPCO are parties to that certain Lease Supplement No. 1, dated April 1, 1998 ("*Supplement No. 1*") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.

3. A copy of the Memorandum of Lease was filed and recorded with the Surface Transportation Board on April 1, 1998, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21304.

4. A copy of the Memorandum of Lease Supplement No. 1 was filed and recorded with the Surface Transportation Board on April 1, 1998, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21304-B.

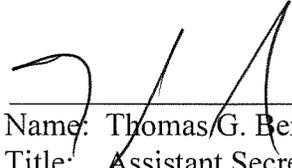
5. The undersigned have entered into that certain Assignment and Assumption Agreement dated as of June 30, 2013 pursuant to which OPCO assigned its interest in the lease as lessee to PSC.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Assignment and Assumption Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

Attest:

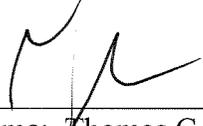
OHIO POWER COMPANY

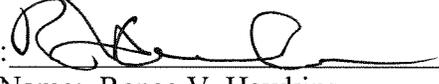
By: 
Name: Thomas G. Berkemeyer
Title: Assistant Secretary

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

Attest:

PUBLIC SERVICE COMPANY OF OKLAHOMA

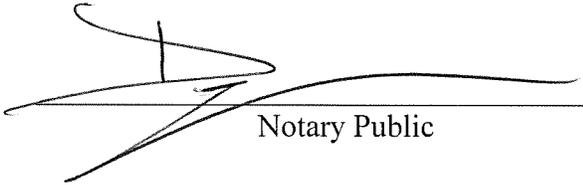
By: 
Name: Thomas G. Berkemeyer
Title: Assistant Secretary

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

STATE OF OHIO

COUNTY OF FRANKLIN, ss:

On this 28th day of June, 2013, before me personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn, says she is the Assistant Treasurer of OHIO POWER COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

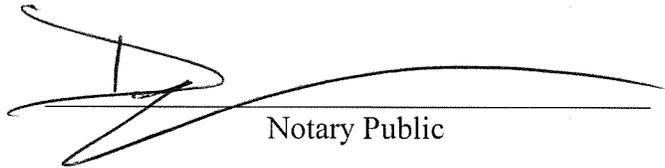


David C. House, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

STATE OF OHIO

COUNTY OF FRANKLIN, ss:

On this 28th day of June, 2013, before me personally appeared Renee V. Hawkins, to me personally known, who being by me duly sworn, says she is the Assistant Treasurer of PUBLIC SERVICE COMPANY OF OKLAHOMA, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

David C. House, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

**SCHEDULE I
DESCRIPTION OF EQUIPMENT**

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Aluminum BethGon Coalporter Cars	123	AEPX	4841-4972, Inclusive other than the following cars which were destroyed: AEPX 4854 AEPX 4858 AEPX 4908 AEPX 4917 AEPX 4955 AEPX 4958 AEPX 4959 AEPX 4960 AEPX 4962

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: 6/28/13

Edward M Luria
Edward M. Luria