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SURFACE TRANSPORTATION BOARD

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February 1, 2012

VIA E-FILING

Surface Transportation Board

395 E Street, S.W.

Washington, D.C. 20423

Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Lease Extension, dated as of December 30, 2012 (the "Extension") between Citicorp Railmark, Inc. ("CitiRail"), as lessor, and Indiana Michigan Power Company ("IMPC"), as lessee, which Extension is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Extension relates to that certain Railcar Lease dated as of November 1, 1991 ("Railcar Lease") between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee, as lessor, and IMPC, as lessee, as supplemented by Lease Supplement No. 1 dated as of November 25, 1991 ("Supplement 1"), Lease Supplement No. 2 dated as of December 30, 1991 ("Supplement 2") and Lease Supplement No. 3 dated as of March 27, 1992 ("Supplement 3" and together with the Railcar Lease, Supplement 1 and Supplement 2, collectively, the "Lease"). The Railcar Lease was duly filed with the Interstate Commerce Commission ("ICC"), predecessor to the STB, on November 25, 1991 and assigned recordation number 17602, Supplement 1 was duly filed with the ICC on November 25, 1991 and assigned recordation number 17602-B, Supplement 2 was duly filed with the ICC on December 30, 1991 and assigned recordation number 17602-D, and Supplement 3 was duly filed with the ICC on March 30, 1992 and assigned recordation number 17602-F. Pursuant to the Bill of Sale, Assignment of Lease and Full Release and Termination dated as of December 30, 2011 (the "Termination") between Wilmington Trust Company, as Security Trustee, and U.S. Bank National Association, as successor-in-interest to The Connecticut National Bank, not in its individual capacity but solely as successor Owner Trustee (the "Owner Trustee"), the Owner Trustee assigned, transferred and conveyed to CitiRail all of

the Owner Trustee's right, title and interest in, to and under the Lease. The Termination was duly filed with the STB on January 27, 2012 and assigned recordation number 17602-M.

The name and address of the parties to the enclosed Extension are:

Lessor: Citicorp Railmark, Inc.
390 Greenwich St., 1st Floor
New York, NY 10013

Lessee: Indiana Michigan Power Company
c/o American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

A description of the railroad equipment covered by the enclosed Extension is as follows: 480 100-ton rotary dump gondola coalporter cars within the series marked AEPX 3865 through AEPX 4464 (not inclusive), as described on Schedule 1 to the Extension.

The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Extension and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Lease Extension, dated as of December 30, 2011, between Citicorp Railmark, Inc. and Indiana Michigan Power Company.

Documents to Which the Secondary Document Relates

Railcar Lease dated as of November 1, 1991 ("Railcar Lease") between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee, as lessor, and IMPC, as lessee, which was filed with the ICC on November 25, 1991 and assigned recordation number 17602, as supplemented by Lease Supplement No. 1 dated as of November 25, 1991, which was duly filed with the ICC on November 25, 1991 and assigned recordation number 17602-B, Lease Supplement No. 2 dated as of December 30, 1991, which was filed with ICC on December 30, 1991 and assigned recordation number 17602-D and Lease Supplement No. 3 dated as of March 27, 1992, which was duly filed with the ICC on March 30, 1992 and assigned recordation number 17602-F.

Bill of Sale, Assignment of Lease and Full Release and Termination dated as of December 30, 2011 between Wilmington Trust Company, as Security Trustee, and U.S. Bank National Association, as successor-in-interest to The Connecticut National Bank,



Ms. Cynthia T. Brown
February 1, 2012
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not in its individual capacity but solely as successor Owner Trustee, which was duly filed with the STB on January 27, 2012 and assigned recordation number 17602-M.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

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MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF LEASE EXTENSION dated as of December 30, 2011, is made by Citicorp Railmark, Inc., as successor lessor (the "Lessor"), a Delaware corporation, with an address at 390 Greenwich Street, 1st Floor, New York, New York 10013, and Indiana Michigan Power Company (the "Lessee"), an Indiana corporation, with an address at 1 Riverside Plaza, Columbus, Ohio 43215 (the Lessor and the Lessee are together sometimes hereinafter referred to as the "Parties").

SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Railcar Lease (the "Railcar Lease") dated as of November 1, 1991 between The Connecticut National Bank, as Owner Trustee ("Original Lessor"), and Indiana Michigan Power Company ("Lessee") was filed with the Interstate Commerce Commission on November 25, 1991 and assigned recordation number 17602.

WHEREAS, the Railcar Lease was supplemented by (i) Lease Supplement No. 1 dated as of November 25, 1991 to the Railcar Lease between the Original Lessor and Lessee ("Supplement No. 1"), which was filed with the Interstate Commerce Commission on November 25, 1991 and assigned recordation number 17602-B, (ii) Lease Supplement No. 2 dated as of December 30, 1991 to the Railcar Lease between the Original Lessor and Lessee ("Supplement No. 2"), which was filed with the Interstate Commerce Commission on December 30, 1991 and assigned recordation number 17602-D, and (iii) Lease Supplement No. 3 dated as of March 27, 1992 to the Railcar Lease between the Original Lessor and Lessee ("Supplement No. 3"); which was filed with the Interstate Commerce Commission on March 30, 1992 and assigned recordation number 17602-F. The Railcar Lease, Supplement No. 1, Supplement No. 2 and Supplement No. 3 are collectively referred to as the "Lease".

WHEREAS, 480 of the 601 110-ton rotary dump coal gondola railcars originally subject to the Lease are currently being leased by Lessee under the Lease (such 480 railcars are identified on Schedule 1 attached hereto and hereinafter referred to as the "Equipment").

WHEREAS, pursuant to the Bill of Sale, Assignment of Lease and Full Release and Termination by Wilmington Trust Company, as Security Trustee, and U.S. Bank National Association, as Owner Trustee, dated as of December 30, 2011, which was filed with the Surface Transportation Board on January 27, 2012 and assigned recordation number 17602-M, Lessor became the successor lessor under the Lease.

WHEREAS, Lessor and Lessee entered into a Lease Extension Agreement dated as of December 30, 2011 (the "Lease Extension Agreement") pursuant to which Lessee agreed to continue to lease the Equipment for an extended term ending on December 30, 2016.

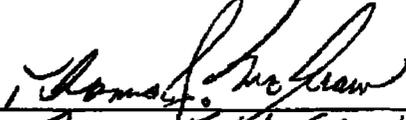
WHEREAS, the Parties wish to show for the public record the existence of the Lease Extension Agreement.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease Extension with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Lease Extension and the Lease Extension Agreement, the provisions of the Lease Extension Agreement shall control.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease Extension to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: THOMAS J. MCGRAW
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

INDIANA MICHIGAN POWER COMPANY

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease Extension to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

INDIANA MICHIGAN POWER COMPANY

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

**SCHEDULE 1
TO
MEMORANDUM OF LEASE EXTENSION**

Four hundred eighty (480) 110-ton rotary dump coal gondolas railcars bearing the following road marks and numbers:

[4 PAGE CAR LIST FOLLOWS]

AEPX	3865	AEPX	3923	AEPX	3982
AEPX	3867	AEPX	3924	AEPX	3983
AEPX	3868	AEPX	3931	AEPX	3984
AEPX	3869	AEPX	3932	AEPX	3985
AEPX	3870	AEPX	3933	AEPX	3986
AEPX	3872	AEPX	3934	AEPX	3987
AEPX	3873	AEPX	3935	AEPX	3988
AEPX	3875	AEPX	3936	AEPX	3989
AEPX	3876	AEPX	3937	AEPX	3990
AEPX	3877	AEPX	3938	AEPX	3991
AEPX	3878	AEPX	3939	AEPX	3993
AEPX	3879	AEPX	3940	AEPX	3994
AEPX	3880	AEPX	3941	AEPX	3995
AEPX	3881	AEPX	3942	AEPX	3996
AEPX	3882	AEPX	3943	AEPX	3997
AEPX	3886	AEPX	3944	AEPX	3998
AEPX	3887	AEPX	3945		
AEPX	3889	AEPX	3946	AEPX	4000
AEPX	3890	AEPX	3947	AEPX	4001
AEPX	3891	AEPX	3948	AEPX	4003
AEPX	3892	AEPX	3949	AEPX	4004
AEPX	3893	AEPX	3950	AEPX	4005
AEPX	3895	AEPX	3951	AEPX	4007
AEPX	3896	AEPX	3952	AEPX	4008
AEPX	3897	AEPX	3953	AEPX	4009
AEPX	3898	AEPX	3954	AEPX	4011
AEPX	3900	AEPX	3955	AEPX	4012
AEPX	3901	AEPX	3956	AEPX	4013
AEPX	3902	AEPX	3957	AEPX	4014
AEPX	3903	AEPX	3958		
AEPX	3904	AEPX	3959	AEPX	4016
AEPX	3905	AEPX	3960	AEPX	4017
AEPX	3906	AEPX	3961	AEPX	4018
AEPX	3907	AEPX	3962	AEPX	4019
AEPX	3908	AEPX	3963		
AEPX	3909	AEPX	3965	AEPX	4021
AEPX	3910	AEPX	3966	AEPX	4022
AEPX	3911	AEPX	3968	AEPX	4023
AEPX	3912	AEPX	3969	AEPX	4024
AEPX	3913	AEPX	3970	AEPX	4026
AEPX	3914	AEPX	3971	AEPX	4027
AEPX	3916	AEPX	3972	AEPX	4028
AEPX	3917	AEPX	3973	AEPX	4029
AEPX	3918	AEPX	3974	AEPX	4030
AEPX	3919	AEPX	3975	AEPX	4031
AEPX	3920			AEPX	4032
AEPX	3921	AEPX	3978	AEPX	4036
AEPX	3922	AEPX	3979	AEPX	4037
		AEPX	3981	AEPX	4041

AEPX 4042	AEPX 4099	AEPX 4156
AEPX 4044	AEPX 4100	AEPX 4158
AEPX 4045	AEPX 4102	AEPX 4159
AEPX 4046	AEPX 4103	AEPX 4160
AEPX 4047	AEPX 4104	AEPX 4161
AEPX 4048	AEPX 4105	AEPX 4162
AEPX 4049	AEPX 4106	AEPX 4163
AEPX 4051	AEPX 4107	AEPX 4164
AEPX 4053	AEPX 4108	AEPX 4165
AEPX 4054	AEPX 4109	AEPX 4166
AEPX 4056	AEPX 4110	AEPX 4167
AEPX 4058	AEPX 4111	AEPX 4168
AEPX 4059	AEPX 4112	AEPX 4169
AEPX 4061	AEPX 4113	AEPX 4170
AEPX 4062	AEPX 4114	AEPX 4172
AEPX 4063	AEPX 4115	AEPX 4173
AEPX 4066	AEPX 4116	AEPX 4174
AEPX 4067	AEPX 4118	AEPX 4176
AEPX 4068	AEPX 4119	AEPX 4178
AEPX 4069	AEPX 4121	AEPX 4179
AEPX 4070	AEPX 4122	AEPX 4180
AEPX 4071	AEPX 4124	AEPX 4181
AEPX 4072	AEPX 4125	AEPX 4183
AEPX 4073	AEPX 4126	AEPX 4184
AEPX 4074	AEPX 4127	AEPX 4185
AEPX 4075	AEPX 4128	AEPX 4186
AEPX 4076	AEPX 4129	AEPX 4187
AEPX 4077	AEPX 4130	AEPX 4188
AEPX 4078	AEPX 4131	AEPX 4189
AEPX 4079	AEPX 4133	AEPX 4190
AEPX 4080	AEPX 4134	AEPX 4191
AEPX 4081	AEPX 4135	AEPX 4192
AEPX 4082	AEPX 4136	AEPX 4193
AEPX 4083	AEPX 4137	AEPX 4194
AEPX 4084	AEPX 4139	AEPX 4196
AEPX 4085	AEPX 4140	AEPX 4197
AEPX 4086		AEPX 4198
AEPX 4087	AEPX 4142	AEPX 4199
AEPX 4088	AEPX 4144	AEPX 4200
AEPX 4089	AEPX 4145	AEPX 4201
	AEPX 4146	AEPX 4202
AEPX 4091	AEPX 4147	AEPX 4203
AEPX 4092	AEPX 4148	AEPX 4204
AEPX 4094	AEPX 4149	AEPX 4205
AEPX 4095	AEPX 4151	AEPX 4206
AEPX 4096	AEPX 4153	AEPX 4207
	AEPX 4154	
AEPX 4098	AEPX 4155	AEPX 4210

AEPX 4211	AEPX 4268	AEPX 4333
AEPX 4212	AEPX 4269	AEPX 4334
AEPX 4213	AEPX 4271	AEPX 4337
AEPX 4214	AEPX 4272	AEPX 4338
AEPX 4215	AEPX 4273	AEPX 4339
AEPX 4216	AEPX 4274	AEPX 4340
AEPX 4217	AEPX 4275	AEPX 4341
AEPX 4218	AEPX 4276	AEPX 4343
AEPX 4219	AEPX 4277	AEPX 4344
AEPX 4220	AEPX 4278	AEPX 4345
AEPX 4221	AEPX 4279	AEPX 4347
AEPX 4222	AEPX 4280	AEPX 4349
AEPX 4223	AEPX 4281	AEPX 4350
AEPX 4225	AEPX 4282	AEPX 4351
AEPX 4226		AEPX 4352
AEPX 4227	AEPX 4284	AEPX 4354
AEPX 4228	AEPX 4285	AEPX 4355
AEPX 4229	AEPX 4286	AEPX 4358
AEPX 4230	AEPX 4287	AEPX 4361
AEPX 4232	AEPX 4288	AEPX 4362
AEPX 4233	AEPX 4290	AEPX 4363
AEPX 4234	AEPX 4292	AEPX 4364
AEPX 4235	AEPX 4293	AEPX 4365
AEPX 4236		AEPX 4366
AEPX 4237	AEPX 4299	AEPX 4368
AEPX 4238	AEPX 4301	AEPX 4370
AEPX 4240	AEPX 4302	AEPX 4371
AEPX 4241	AEPX 4305	AEPX 4372
AEPX 4242	AEPX 4306	AEPX 4373
AEPX 4243	AEPX 4307	AEPX 4374
AEPX 4244	AEPX 4311	AEPX 4375
AEPX 4245	AEPX 4312	AEPX 4376
AEPX 4247	AEPX 4314	AEPX 4377
AEPX 4248	AEPX 4315	AEPX 4378
AEPX 4250	AEPX 4316	AEPX 4379
AEPX 4251	AEPX 4317	AEPX 4380
AEPX 4252	AEPX 4318	AEPX 4381
AEPX 4253	AEPX 4319	AEPX 4382
AEPX 4254	AEPX 4320	AEPX 4383
AEPX 4255	AEPX 4321	AEPX 4384
	AEPX 4322	AEPX 4385
AEPX 4258	AEPX 4323	AEPX 4386
AEPX 4259	AEPX 4325	AEPX 4387
AEPX 4260	AEPX 4326	AEPX 4388
AEPX 4261	AEPX 4328	AEPX 4389
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