

RECORDATION NO. *9042-C* Filed 1426

MAY 1 1984 - 8 55 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. *9042-B* Filed 1426

MAY 1 1984 - 8 55 AM
INTERSTATE COMMERCE COMMISSION

May 1, 1984

4-122A060

No. MAY 1 - 1984

Date.....

Fee \$ *2.00*

ICC Washington, D. C.

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Re: Supplemental Filing under 49 U.S.C. §11303

Gentlemen: *Bill of Sale*

The purpose of this letter is to amend the following filings made pursuant to 49 U.S.C. §11303 to reflect the substitution of five one hundred-ton steel gondola cars for certain original units which sustained casualty occurrences. A total of twelve original units were destroyed as a consequence of such casualties. Of these twelve, five, as indicated below, have been replaced.

A further supplemental filing will be made when and if the remaining seven are replaced.

The original recordation information and the car numbers of the units suffering a casualty occurrence and the replacement cars are as follows:

<u>Document Description</u>	<u>Recordation Number</u>
CONDITIONAL SALE AGREEMENT dated as of October 15, 1977 among Thrall Car Manufacturing Company and Southwestern Electric Power Company	No. 9042, filed on October 18, 1977
AGREEMENT AND ASSIGNMENT dated as of October 15, 1977 between Thrall Car Manufacturing Company and Mercantile-Safe Deposit and Trust Company, as Agent	No. 9042-A, filed on October 18, 1977

Conditioned - Dorothy Stuebe

RECEIVED
MAY 1 8 46 PM '84
I.C.C.
FEE OPERATION BR.

Car numbers of the destroyed cars:

SEPX 105716
SEPX 103781
SEPX 103942
SEPX 104035
SEPX 104485
SEPX 105741
SEPX 104108
SEPX 104477
SEPX 103870
SEPX 104574
SEPX 105261
SEPX 105601

Under the provisions of the above described Conditional Sale Agreement and pursuant to the Supplemental Agreement, dated May 1, 1984, between Southwestern Electric Power Company and Mercantile Safe Deposit and Trust Company, as Agent (the "Supplemental Agreement"), the following five units have been substituted for five of the units which were destroyed and represent Replacement Units:

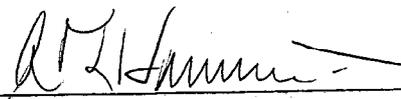
SEPX 112216
SEPX 115771
SEPX 115789
SEPX 115797
SEPX 115801

Enclosed are three copies of the Supplemental Agreement and a check in the amount of \$10.00 in payment of the applicable recording fee.

Please return one copy of this letter to our messenger, including a copy of the enclosed Supplemental Agreement bearing appropriate recordation data with respect to this supplemental filing.

Very truly yours,

SOUTHWESTERN ELECTRIC POWER COMPANY

By 
Treasurer

MAY 1 1984 - 8 55 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

SOUTHWESTERN ELECTRIC POWER COMPANY (the "Company"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, does hereby transfer to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Assignee"), under the Conditional Sale Agreement as defined below, title to the units of railroad equipment described in Schedule A hereto (the "Replacement Units") and all rights which the Company has or may have against the manufacturer of the Replacement Units to provide warranty repairs or other user support with respect to the Replacement Units.

The Company hereby warrants to the Assignee that the Company has legal title to the Replacement Units and good and lawful right to sell the Replacement Units, and that the Replacement Units are free of all claims, liens, security interests and other encumbrances of any nature except for (i) any liens permitted by the second paragraph of Article 12 of the Conditional Sale Agreement, dated as of October 15, 1977 (the "Conditional Sale Agreement"), between Thrall Car Manufacturing Company and the Company, and (ii) the rights of the Company under the Conditional Sale Agreement.

IN WITNESS WHEREOF, the Company has caused this instrument to be duly executed as of the 1st day of May, 1984.

SOUTHWESTERN ELECTRIC POWER COMPANY

By 
A. G. Hammett, III
Treasurer

STATE OF LOUISIANA,)
) SS.:
PARISH OF CADDO)

On this 25th day of April, 1984, before me, personally appeared A.G. Hammett, III, to me personally known, who being by me duly sworn, says that he is the Treasurer of SOUTHWESTERN ELECTRIC POWER COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Marilyn Prince

Notary Public

MARILYN PRINCE
NOTARY PUBLIC, Caddo Parish, Louisiana
My Commission is for Life

[Notarial Seal]



SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>TYPE</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
100-ton (4,000 cu. ft.) High-side steel gondola Cars with swivel couplers, manufactured by Thrall Car Manufacturing Company	5	SEPX 112216 SEPX 115771 SEPX 115789 SEPX 115797 SEPX 115801