



Southwestern Electric Power Company

P. O. BOX 21106 - SHREVEPORT, LOUISIANA 71156

RECORDATION NO. *9042-H* Filed 1428

OCT 30 1985 3 42 PM

November 1, 1985

INTERSTATE COMMERCE COMMISSION

5-304A121

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

No.
Date OCT 31 1985

Attention: Mildred Lee, Room 2303

Fee \$ 10.00

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

ICC Washington, D.C.

Gentlemen:

The purpose of this letter is to amend the following filing made pursuant to 49 U.S.C. §11303 to reflect the substitution of [3] one hundred-ton steel gondola cars for three original units which sustained a casualty occurrence.

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

Car numbers of the destroyed cars:

SEPX 104264
SEPX 104191
SEPX 104493

Under the provisions of the above described Conditional Sale Agreement and pursuant to the Supplemental Agreement, dated as of May 1, 1985, between Southwestern Electric Power Company and Mercantile-Safe Deposit and Trust Company, as Agent (the "Supplemental Agreement"), the following 3 units have been substituted for the units which were destroyed and represent Replacement Units:

SEPX 116777
SEPX 116939
SEPX 116947

Counterpart - Linda A. Scott

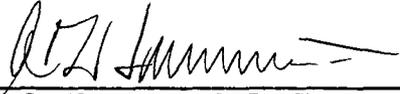
100 JFH 105 06
OCT 31 3 47 PM '85
MOTOR OF EXAMINATION UNIT

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 
A. G. Hammett, III, Treasurer

STATE OF LOUISIANA

Y
Y
Y

ss.:

PARISH OF CADDO

On this 1st day of November 1985, 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 the foregoing instrument was signed 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.

Helen H. Lineberger

Notary Public

HELEN H. LINEBERGER, Notary Public
Caddo Parish, Louisiana
My Commission is for Life

OCT 30 1985 :3 :0 PM

SUPPLEMENTAL AGREEMENT

INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL AGREEMENT, dated as of November 1, 1985 (the "Supplement"), between Southwestern Electric Power Company, a Delaware corporation (hereinafter called the ("Company")) and Mercantile-Safe Deposit and Trust Company, the assignee (the "Assignee") of the Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of October 15, 1977, between Thrall Car Manufacturing Company (the "Vendor"), and the Company, under the Agreement and Assignment, dated as of October 15, 1977 between Vendor and Assignee.

WHEREAS, the Company has entered into the Conditional Sale Agreement with Vendor and Vendee, and Vendor has assigned all its interest therein to Assignee;

NOW, THEREFORE, pursuant to the terms of the Conditional Sale Agreement, the parties hereto agree as follows:

The Company has suffered a Casualty Occurrence (as such term is, and all other capitalized terms used herein are, defined in the Conditional Sale Agreement) to three units of the Equipment, which have been reported and replaced in accordance with Article 8 of the Conditional Sale Agreement, as set forth in the Operating Officer's certificate of November 1, 1985. These Replacement Units are hereby expressly made a part of the Equipment covered by, and brought under and made subject to, all the terms and conditions of the Conditional Sale Agreement.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Assignee

Attest

by [Signature]
Corporate Trust Officer

by [Signature]
Vice President

SOUTHWESTERN ELECTRIC POWER COMPANY

Attest

by [Signature]
Secretary

by [Signature]
Treasurer

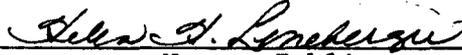
STATE OF LOUISIANA

}
}
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ss.:

PARISH OF CADDO

On this 1st day of November 1985, 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.



Notary Public

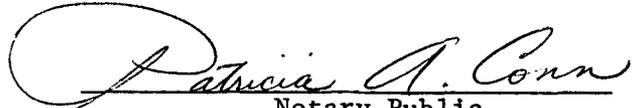
HELEN H. LINEBERGER, Notary Public
Caddo Parish, Louisiana
My Commission is for Life

STATE OF MARYLAND
CITY OF BALTIMORE

Y
Y
Y

ss.:

On this 1st day of November, 1985 before me, personally appeared R.E. SCHREIBER, to me personally known, who being by me duly sworn, says that he is Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST 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.


Notary Public

My commission expires July 1, 1986