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RECORDATION NO. 12140-F
FILED 1425

APR 30 1993 11:10 AM
INTERSTATE COMMERCE COMMISSION

NEW YORK OFFICE
CABLE ADDRESS: "REIDAPT"
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DIRECT DIAL NUMBER

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BY HAND INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

On behalf of Arkansas Power & Light Company ("AP&L"), enclosed please find one (1) executed and acknowledged original and one (1) certified true copy of each of the following related documents to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

Each of the documents is a secondary document as defined in 49 CFR 1177.1(b). The documents relate to a Conditional Sales Agreement, dated as of August 29, 1980, a primary document, as defined in 49 CFR 1177.1(a), between Bethlehem Steel Corporation and The Connecticut Bank and Trust Company (succeeded by State Street Bank and Trust Company of Connecticut, National Association) (the "Trustee") as trustee, under a Trust Agreement, dated as of August 29, 1980, with Xerox Services, Inc. (succeeded by Xerox Credit Corporation). The recordation number of the primary document is 12140.

The documents enclosed are as follows:

1. The Assignment and Assumption Agreement, dated as of as of February 1, 1993, between System Fuels, Inc. ("SFI"), as Assignor, and AP&L, as Assignee (the "Assignment and Assumption Agreement").
2. Supplement No. 2 to Lease of Railroad Equipment, dated as of February 1, 1993, between SFI, as Lessee, and the Trustee.

Handwritten signature: Washington, D.C. [unclear]

Secretary
Interstate Commerce Commission

-2-

April 30, 1993

3. Supplement No. 1 to Assignment of Lease and Agreement, dated as of February 1, 1993, between the Trustee and Metropolitan Life Insurance Company, as Vendor ("Supplement No. 1 to Assignment of Lease and Agreement").

We request that the Assignment and Assumption Agreement be cross-indexed under the name of State Street Bank and Trust Company of Connecticut, National Association, and that the Supplement No. 1 to Assignment of Lease and Agreement be cross-indexed under the name of Arkansas Power & Light Company.

The names and addresses of the parties to the enclosed documents are as follows:

Debtor (Assignee): Arkansas Power & Light Company
425 West Capital Avenue
40th Floor
Little Rock, Arkansas 72201

Assignor: System Fuels, Inc.
639 Loyola Avenue
New Orleans, Louisiana 70113

Trustee: State Street Bank and Trust
Company of Connecticut,
National Association
Corporate Trust Department
750 Main Street
Suite 1114
Hartford, Connecticut 06103

Vendor: Metropolitan Life Insurance Company
One Madison Avenue
Law Area 7-H
New York, New York 10010

The documents concern the following equipment:

750 100-ton rotary dump coal cars, manufactured by Bethlehem Steel Corporation.

Secretary
Interstate Commerce Commission

-3-

April 30, 1993

A.A.R. Mechanical
Designation: GT.

Lessee's Identi-
fication Nos.: SFIX 594 through
(both inclusive) 1336; SFIX 7007
through 7013.

Identifying Marks: Each car has been marked on each side, in letters not less than one inch in height, the words, "OWNED BY A BANK OR TRUST COMPANY AS TRUSTEE AND SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

A short summary of each of the documents to appear in the index follows:

Assignment and Assumption Agreement between System Fuels, Inc. ("SFI"), as Assignor, 639 Loyola Avenue, New Orleans, Louisiana 70113, and Arkansas Power & Light Company, as Assignee, 425 West Capitol Avenue, 40th Floor, Little Rock, Arkansas 72201, dated as of February 1, 1993, assigns all of SFI's right, title and interest as Lessee under the Lease of Railroad Equipment (as amended, the "Original Lease"), dated as of August 29, 1980, as amended by Amendment to Lease, dated as of August 17, 1988, with The Connecticut Bank and Trust Company (succeeded by The State Street Bank and Trust Company of Connecticut, National Association), as Trustee, which Original Lease concerns 750 Bethlehem Steel Corporation 100-ton rotary dump coal cars. The Original Lease was filed under Recordation No. 12140-B as a secondary document to the Conditional Sales Agreement (the "CSA"), dated as of August 29, 1980, between Bethlehem Steel Corporation and The Connecticut Bank and Trust Company (succeeded by State Street Bank and Trust Company of Connecticut, National Association), as trustee under a Trust Agreement, dated as of August 29, 1980, with Xerox Services, Inc. (succeeded by Xerox Credit Corporation). The CSA was filed under Recordation No. 12140.

Supplement No. 2 to Lease of Railroad Equipment, between System Fuels, Inc., as Lessee, 639 Loyola Avenue, New Orleans, Louisiana 70113, and

Secretary
Interstate Commerce Commission

-4-

April 30, 1993

State Street Bank and Trust Company of Connecticut, National Association, as Lessor, 750 Main Street, Suite 1114, Hartford Connecticut 06103, dated as of February 1, 1993, amends the Lease of Railroad Equipment (the "Original Lease" and, as amended, the "Lease") between System Fuels, Inc., and The Connecticut Bank and Trust Company (succeeded by State Street Bank and Trust Company of Connecticut, National Association), dated as of August 29, 1980, as amended by Amendment to Lease, dated as of August 17, 1988, between the same parties to deem all references in the Lease to the "Lessee," other than in the preambles thereto, to refer to Arkansas Power & Light Company, and to deem all references to "Lessee Stockholder" in the Lease other than in the preambles thereto as ineffectual and deleted. The Lease covers 750 Bethlehem Steel Corporation 100-ton rotary dump coal cars. The Original Lease was filed under Recordation No. 12140-B as a secondary document to the Conditional Sales Agreement (the "CSA"), dated as of August 29, 1980, between Bethlehem Steel Corporation and The Connecticut Bank and Trust Company (succeeded by State Street Bank and Trust Company of Connecticut, National Association), as trustee under a Trust Agreement, dated as of August 29, 1980, with Xerox Services, Inc. (succeeded by Xerox Credit Corporation). The CSA was filed under Recordation No. 12140.

Supplement No. 1 to Assignment of Lease and Agreement between State Street Bank and Trust Company of Connecticut, National Association, as Owner Trustee, 750 Main Street, Suite 1114, Hartford, Connecticut 06103, and Metropolitan Life Insurance Company, as Vendor, One Madison Avenue, Law Area 7-H, New York, New York 10010, dated as of February 1, 1993, assigns, transfers and sets over to the Vendor, all of the Trustee's right, title and interest under Supplement No. 2 to Lease of Railroad Equipment between System Fuels, Inc., as Lessee, and State Street Bank and Trust Company of Connecticut, National Association, as Lessor, dated as of February 1, 1993, which covers 750 Bethlehem Steel Corporation 100-ton rotary dump coal cars. The original Lease was filed under Recordation No. 12140-B as a secondary document to the Conditional Sales Agreement (the "CSA"), dated as of August 29, 1980, between Bethlehem Steel Corporation and The Connecticut Bank and Trust Company (succeeded by State Street Bank and Trust Company of Connecticut, National Association), as trustee under a Trust Agreement, dated as of August 29, 1980, with Xerox Services, Inc. (succeeded by Xerox Credit Corporation). The CSA was filed under Recordation No. 12140.

We enclose the fee of \$48.00 for recordation. Please file-stamp the original copy of each of the documents and the extra copy of this transmittal letter

Secretary
Interstate Commerce Commission

-5-

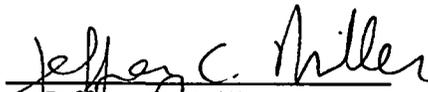
April 30, 1993

furnished herewith, and return the extra copy of this letter and the original copy of the documents not needed by the ICC for recordation to the bearer of this letter.

Very truly yours,

REID & PRIEST, Counsel for
Arkansas Power & Light Company

By:


Jeffrey C. Miller

Encls.

REGISTRATION NO. 12140-F
FILED 1423
APR 30 1993 11:10 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of February 1, 1993, to **ASSIGNMENT OF LEASE AND AGREEMENT**, dated as of August 29, 1980, between **STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION** (successor to The Connecticut Bank and Trust Company), acting solely in its capacity as Trustee (the "Trustee") under a Trust Agreement, dated as of August 29, 1980, with the Owner named therein (the "Trust Agreement"), and **METROPOLITAN LIFE INSURANCE COMPANY** (together with its successors and assigns, the "Vendor").

WHEREAS, the Trustee and the Vendor have heretofore entered into the Assignment of Lease and Agreement, dated as of August 29, 1980 (the "Original Lease Assignment"), relating to the assignment to the Vendor, as collateral security for the obligations of the Trustee under the CSA (as defined in the Original Lease Assignment), of the Lease of Railroad Equipment, dated as of August 29, 1980, as amended by an Amendment to Lease, dated August 17, 1988 (as amended, the "Original Lease"), between the Trustee and System Fuels, Inc., a Louisiana corporation ("SFI"); and

WHEREAS, SFI and Arkansas Power & Light Company, an Arkansas corporation ("AP&L"), have entered into the Assignment and Assumption Agreement, dated as of the date hereof, pursuant to which SFI assigned to AP&L all SFI's right, title and interest under the Original Lease and AP&L unconditionally assumed all of SFI's obligations under the Original Lease; and

WHEREAS, the Trustee and AP&L have entered into Supplement No. 1, dated the date hereof (the "Lease Supplement"), to the Original Lease;

NOW, THEREFORE, in consideration of the premises and of the payment to be made and the covenants herein contained, the parties hereto hereby agree as follows:

1. ASSIGNMENT AS SECURITY

The Trustee hereby assigns, transfers and sets over unto the Vendor, as additional collateral security for the payment and performance of the obligations of the Trustee under the CSA, all the Trustee's right, title and interest under the Lease Supplement to the same extent, but subject to the same limitations, as provided in the Original Assignment with respect to the Original Lease.

2. CONSENT TO AMENDMENTS

The Vendor hereby expressly confirms its consent to the amendments to the Original Lease contained in the Lease Supplement.

3. CONFIRMATION OF ORIGINAL ASSIGNMENT

The Original Assignment is in all respects ratified and confirmed, and the Original Assignment and this Supplement shall be taken as one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers or other persons, as of the date first above written.

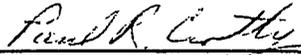
**STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION
as Trustee as aforesaid,**

By 
Authorized Officer

Attest:

Authorized Officer

**METROPOLITAN LIFE INSURANCE COMPANY,
Vendor**

By 
Authorized Officer

Attest:

Authorized Officer
Assistant Secretary

SENIOR VICE PRESIDENT

