

REID & PRIEST

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RECORDATION NO. 12140-F
FILED 1425

APR 30 1993 11:10 AM
NEW YORK OFFICE
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220534 RDPT UR
FACSIMILE: 212 603-2298
DIRECT DIAL NUMBER

INTERSTATE COMMERCE COMMISSION

April 30, 1993

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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

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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.

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A.A.R. Mechanical
Designation: GT.

Lessee's Identifi-
cation 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

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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

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Interstate Commerce Commission

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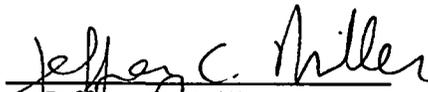
April 30, 1993

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.

RECORDATION NO. *12140-8* FILED 1425
APR 8 1993 11:10 AM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

between

SYSTEM FUELS, INC.,

as Assignor

and

ARKANSAS POWER & LIGHT COMPANY,

as Assignee

Dated as of *February 1*, 1993

RECORDATION NO. _____ FILED 1426

APR 30 1998 11:10 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated *February 1*, 1993, between **SYSTEM FUELS, INC.**, a Louisiana corporation ("SFI"), and **ARKANSAS POWER & LIGHT COMPANY**, an Arkansas corporation ("AP&L").

WHEREAS, SFI has heretofore entered into 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"), with State Street Bank and Trust Company of Connecticut, National Association (successor to The Connecticut Bank and Trust Company), as trustee (the "Trustee") under the Trust Agreement, dated as of August 29, 1980, with Xerox Credit Corporation (successor to Xerox Services, Inc.), relating to 750 Bethlehem Steel Corporation 100-ton Rotary Dump Coal Cars (all terms used herein which are defined in the Original Lease being used herein with the same meaning); and

WHEREAS, SFI and AP&L desire that SFI assign to AP&L all of SFI's right, title and interest under the Original Lease and that AP&L assume, among other things, all of SFI's obligations under the Original Lease; and

WHEREAS, SFI and AP&L hereby expressly acknowledge that the Trustee has heretofore, pursuant to the Lease Assignment, assigned, transferred and set over unto the Vendor, inter alia, all the Trustee's right, title and interest under the Original Lease as collateral security for the obligations of the Trustee under the CSA (except certain rights reserved to the Trustee in the Lease Assignment);

NOW, THEREFORE, in consideration of the premises and of the covenants herein contained, SFI and AP&L hereby agree as follows:

1. ASSIGNMENT

SFI hereby assigns, transfers and sets over unto AP&L all of SFI's right, title and interest under the Original Lease, including, without limitation, the right to the possession and use of the Units.

2. ASSUMPTION

AP&L hereby unconditionally assumes all of SFI's obligations under the Original Lease and agrees to perform the same to the same extent as if AP&L had been designated the "Lessee" under the Original Lease.

3. RECOGNITION OF RIGHTS OF VENDOR AND TRUSTEE

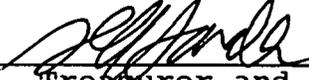
AP&L hereby acknowledges that, to the extent provided in the Original Lease with regard to Lessee, AP&L's rights under this Agreement and the Lease are subordinate to the rights of the Vendor under the CSA.

4. LAW GOVERNING

The terms of this Agreement shall be governed by the laws of the State of New York.

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

SYSTEM FUELS, INC.

By 
Treasurer and Assistant Secretary

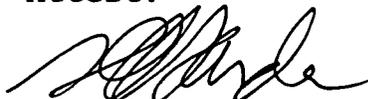
ARKANSAS POWER & LIGHT COMPANY

Attest:


Secretary

By 
President

Attest:


Vice President -
Financial Strategies
and Treasurer

STATE OF LOUISIANA)
) ss.:
PARISH OF NEW ORLEANS)

On this *4* day of *FEBRUARY* 1993, before me personally appeared Glenn E. Harder, to me personally known, who, being by me duly sworn, says that he is a Treasurer and Assistant Secretary of **SYSTEM FUELS, INC.**, 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.

Chris Screen

Notary Public

My Commission expires
AT MY DEATH

STATE OF ARKANSAS)
) ss.:
COUNTY OF PULASKI)

On this *8* day of *February* 1993, before me personally appeared R. Drake Keith, to me personally known, who, being by me duly sworn, says that he is a President of **ARKANSAS POWER & LIGHT 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.

Shirley Hunter

Notary Public

My Commission expires
3-1-2001

RECORDATION NO. _____ FILED 1429

APR 30 1993 11:10 AM

Certificate of Authenticity

INTERSTATE COMMERCE COMMISSION

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

I, Moira Feeney, have compared the attached copy of the Assignment and Assumption Agreement, dated as of February 1, 1993, between System Fuels, Inc., and Arkansas Power & Light Company, with the executed original of such document and found the copy to be complete and identical in all respects to the original document.

Moira Feeney
Notary Public

My Commission Expires:

MOIRA FEENEY
Notary Public, State of N.Y.
No. 24-4891961
Qualified in Kings Co.
Commission Expires 2-18-94