

REBOUL, MACMURRAY, HEWITT, MAYNARD & KRISTOL

45 ROCKEFELLER PLAZA

NEW YORK, N. Y. 10111

RECORDATION # 16440 FILED 1425

JUL 21 1989 - 9 30 AM

INTERSTATE COMMERCE COMMISSION

July 20, 1989

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INTERSTATE COMMERCE COMMISSION

- WILLIAM J. HEWITT
- HOWARD G. KRISTOL
- JOHN C. MACMURRAY
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- WILLIAM I. SUSSMAN
- MARK J. TANNENBAUM
- ANDREW P. TASHMAN
- ROBERT M. PEAK
- ROBERT COULTAS
- EDWARD A. McDONALD

TELEPHONE: (212) 841-5700
TELEX: 620525
TELECOPIER: (212) 841-5725

ALFRED OGDEN
MICHAEL DOWNEY RICE
COUNSEL

SUITE 728
523 WEST SIXTH STREET
LOS ANGELES, CALIF. 90014
TELEPHONE: (213) 612-0822
TELECOPIER: (213) 895-0108

SUITE 406
1117 NINETEENTH STREET, N. W.
WASHINGTON, D. C. 20036
TELEPHONE: (202) 429-0004
TELECOPIER: (202) 429-8743

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

As attorney-in-fact for UNUM Life Insurance Company of America, I enclose seven original counterparts of the documents described below to be recorded pursuant to section 11303 of title 49 of the United States Code:

1. Master Lease Agreement dated as of July 20, 1989, a primary document;
2. Lease Assignment dated as of July 20, 1989, a secondary document assigning the aforesaid Master Lease Agreement;
3. Chattel Mortgage and Security Agreement dated as of July 20, 1989, a primary document.

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

Lessee
The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226

Lessor, assignor of the lease, and mortgagor
TECO Investments, Inc.
702 North Franklin Street
Tampa, Florida 33602

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Clum to Detroit - Susan M. Casey

Assignee of the lease and mortgagee
UNUM Life Insurance Company of America
2211 Congress Street
Portland, Maine 04122

The equipment covered by the documents consists of 152 rotary dump gondola cars, bearing the road numbers of The Detroit Edison Company DEEX 5001 through DEEX 5152. Each such gondola car is marked with the legend "OWNERSHIP SUBJECT TO A LEASE FILED WITH THE INTERSTATE COMMERCE COMMISSION."

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

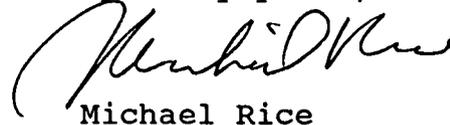
1. Master Lease Agreement dated as of July 20, 1989, between TECO Investments, Inc., lessor, and The Detroit Edison Company, lessee, covering 152 rotary dump gondola cars bearing the road numbers of The Detroit Edison Company DEEX 5000 through DEEX 5152.

2. Lease Assignment dated as of July 20, 1989, between TECO Investments, Inc., assignor, and UNUM Life Insurance Company of America, assignee, assigning the Master Lease Agreement dated as of July 20, 1989, between Mellon TECO Investments, Inc. lessor, and The Detroit Edison Company, lessee, covering 152 rotary dump gondola cars bearing the road numbers of The Detroit Edison Company DEEX 5001 through DEEX 5152.

3. Chattel Mortgage and Security Agreement dated as of July 20, 1989, between TECO Investments, Inc., mortgagor, and UNUM Life Insurance Company of America, mortgagee and secured party, covering 152 rotary dump hopper cars bearing the road numbers of The Detroit Edison Company DEEX 5001 through DEEX 5152.

A fee of \$39 is enclosed, \$13 for each document. Please return all counterparts not needed by the Commission for recordation, stamped to show recordation, to the undersigned in care of Susan M. Casey, 111 Nineteenth Street, N.W., Washington, D.C. 20036.

Very truly yours,



Michael Rice

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INTERSTATE COMMERCE COMMISSION

LEASE ASSIGNMENT dated as of July 20, 1989, between
TECO INVESTMENTS, INC., a Florida corporation
(hereinafter called the Assignor), and UNUM LIFE
INSURANCE COMPANY OF AMERICA, a Maine corporation
(hereinafter called the Assignee).

WHEREAS the Assignor and The Detroit Edison Company
(hereinafter called the Lessee) have entered into a Master Lease
Agreement dated as of the date hereof (hereinafter called the
Lease) covering 152 rotary dump gondola cars bearing the road
numbers of Detroit Edison Company DEEX 5001 through DEEX 5152;
and

WHEREAS the Assignor and the Assignee are entering into a
Chattel Mortgage and Security Agreement dated as of the date
hereof (hereinafter called the Security Agreement).

NOW THEREFORE, in consideration of the premises and the
mutual covenants herein contained, the parties hereto hereby
agree as follows:

1. As an inducement to the Assignee to enter into the
Security Agreement, and to purchase the promissory notes of the
Assignor issued thereunder, the Assignor hereby assigns,
transfers, and sets over to the Assignee, its successors and
assigns all of the right, title, and interest of the Assignor in
and to the Lease and the immediate and continuing right to
receive and apply all rents due and to become due thereunder, as
security for the obligations of the Assignor under the Security
Agreement and said notes.

2. The terms of this assignment are set forth in the
Security Agreement, and reference is made thereto for the rights,
duties, benefits, and obligations arising under this assignment.
This instrument is being entered into solely to show for the
public record the assignment contemplated hereby and by the
Security Agreement, which Security Agreement is being
simultaneously filed and recorded herewith pursuant to section
11303 of Title 49 of the United States Code.

3. This assignment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

4. Although this assignment is dated as of the date first above written for convenience, the actual dates of execution hereof by the parties hereto are respectively the dates set forth under the signatures hereto, and this assignment shall be effective on the latest of such dates.

IN WITNESS WHEREOF, the parties hereto have each caused this assignment to be duly executed by their respective officers thereunto duly authorized:

TECO INVESTMENTS, INC.

by Vice President

UNUM LIFE INSURANCE COMPANY
OF AMERICA

by Vice President

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

On this 20th day of July, 1989, before me personally appeared J.E. Sproull, to me personally known, who, by me being duly sworn, says that he is a Vice President of TECO Investments, Inc. and that foregoing instrument was signed on behalf of said company 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 company.

Kathleen L. Keske
Notary Public

My commission expires
KATHLEEN L. KESKE
Notary Public, State of New York
No. 31-4950063
Qualified in New York County
Commission Expires April 24, 1991

STATE OF MAINE)
COUNTY OF CUMBERLAND) SS.:

On this 17th day of July, 1989, before me personally appeared John N. Hastings, to me personally known, who, by me being duly sworn, says that he is a Vice President of UNUM Life Insurance Company of America, and 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.

John N. Hastings
Notary Public

My commission expires

JEANNINE C. POULTON
NOTARY PUBLIC, MAINE
MY COMMISSION EXPIRES NOVEMBER 1, 1989