

RECORDATION NO 18015 FILED 1425

Law Offices of

NOV 30 1992 -12 20 PM CHAPMAN AND CUTLER

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION
RECORDATION NO 18015-C FILED 1425

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

November 30, 1992

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Western Resources, Inc.
Leveraged Lease Financing of Rotary Dump Gondola Cars

Dear Mr. Strickland:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, an original and one certified true copy of each of the two primary documents described below and each of the two secondary documents described below, which secondary documents are related to the enclosed primary documents identified below. As one of the attorneys representing the Note Purchaser in this transaction, I have knowledge of the matters described in this letter.

The enclosed primary documents are as follows:

- (1) Railcar Lease, dated as of November 30, 1992, between The Connecticut National Bank, as lessor (the "Lessor"), and Western Resources, Inc., as lessee (the "Lessee"); and
- (2) Security Agreement - Trust Deed, dated as of November 30, 1992, between The Connecticut National Bank, as owner trustee (the "Owner Trustee"), and Wilmington Trust Company, as security trustee (the "Security Trustee").

The enclosed secondary documents are as follows:

- (1) Lease Supplement No. 1, dated as of November 30, 1992, between The Connecticut National Bank, as Lessor, and Western Resources, Inc., as Lessee; and
- (2) Security Agreement Supplement No. 1, dated as of November 30, 1992, between The Connecticut National Bank, as Owner Trustee, and Wilmington Trust Company, as Security Trustee.

County of - *Polk*

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The primary documents to which this Lease Supplement and this Security Agreement Supplement are connected are those which are referred to above and which are being submitted for recording concurrently therewith.

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

RAILCAR LEASE

Lessee: Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612

Lessor: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

SECURITY AGREEMENT - TRUST DEED

Owner Trustee: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Security Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

LEASE SUPPLEMENT NO. 1

Lessee: Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612

Lessor: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

SECURITY AGREEMENT SUPPLEMENT NO. 1

Owner Trustee: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

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Security Trustee: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890

The Railcar Lease provides, *inter alia*, for the lease by the Lessor to the Lessee of certain rotary dump gondola cars (the "Units"). The Security Agreement - Trust Deed provides, *inter alia*, for the granting of a security interest in the Units in favor of the Security Trustee in order to secure the Owner Trustee's performance of certain obligations under the Security Agreement - Trust Deed and the Lessee's performance of certain obligations under the Railcar Lease and any Lease Supplement and Security Agreement Supplement executed and delivered from time to time pursuant to the Railcar Lease and the Security Agreement - Trust Deed. The Lease Supplement No. 1 and the Security Agreement Supplement No. 1 provide, *inter alia*, for the Railcar Lease and the Security Agreement - Trust Deed to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to the Lease Supplement No. 1, namely the road numbers set forth in Exhibit A hereto.

The description of the equipment covered as of the date hereof by the aforesaid Railcar Lease, Security Agreement - Trust Deed, Lease Supplement No. 1 and Security Agreement Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of sixty-four dollars (\$64.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Michael G. McGee, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

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

(1) RAILCAR LEASE:

Railcar Lease between The Connecticut National Bank, as Lessor, 777 Main Street, Hartford, Connecticut 06115, and Western Resources, Inc., as Lessee, 818 Kansas Avenue, Topeka, Kansas 66612 dated as of November 30, 1992, covering up to 650 rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to

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such Lease Supplements as may be executed from time to time pursuant to such Railcar Lease.

(2) SECURITY AGREEMENT - TRUST DEED:

Security Agreement - Trust Deed between The Connecticut National Bank, as Owner Trustee, 777 Main Street, Hartford, Connecticut 06115, and Wilmington Trust Company, as Security Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, dated as of November 30, 1992, securing the obligations of the Owner Trustee and Western Resources, Inc., relating to up to 650 rotary dump gondola cars bearing the road numbers set forth in Schedule A to such Security Agreement Supplements as may be executed and delivered from time to time pursuant to such Security Agreement - Trust Deed.

(3) LEASE SUPPLEMENT NO. 1:

Lease Supplement No. 1 between The Connecticut National Bank, as Lessor, 777 Main Street, Hartford, Connecticut 06115, and Western Resources Inc., as Lessee, 818 Kansas Avenue, Topeka, Kansas 66612, dated as of November 30, 1992, covering 298 rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to such Lease Supplement No. 1, namely road numbers set forth in Exhibit A. The Lease Supplement No. 1 is related to the Railcar Lease between the Lessor and the Lessee dated as of November 30, 1992, which is filed concurrently therewith.

(4) SECURITY AGREEMENT SUPPLEMENT NO. 1:

Security Agreement Supplement No. 1 between The Connecticut National Bank, as Owner Trustee, 777 Main Street, Hartford, Connecticut 06115, and Wilmington Trust Company, as Security Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, dated as of November 30, 1992, covering 298 rotary dump gondola cars bearing the road numbers set forth in Schedule A to such Security Agreement Supplement No. 1, namely road numbers set forth in Exhibit A. The Security Agreement Supplement No. 1 is related to the Security Agreement - Trust Deed between the Owner Trustee and the Security Trustee, dated as of November 30, 1992, which is filed concurrently therewith.

Law Offices of
CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767) or Karl Williams (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Michael McGee
Michael G. McGee

MGM/cs
Enclosure

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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rotary Dump Gondola Cars	298	JECX 1001-1282, Inclusive 1284-1287, Inclusive 2001-2012, Inclusive