

2-358A008

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RECORDATION NO 18015-D FILED 1425

RECORDATION NO 18015-E FILED 1425

DEC 23 1992 10 45 AM

DEC 23 1992 10 45 AM

INTERSTATE COMMERCE COMMISSION

December 23, 1992

INTERSTATE COMMERCE COMMISSION

18015-D
-E

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, two originals of each of the two secondary documents described below, which secondary documents are related to the two previously recorded 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 secondary documents are as follows:

- (1) Lease Supplement No. 2, dated as of December 23, 1992, between The Connecticut National Bank, as Lessor, and Western Resources, Inc., as Lessee; and
- (2) Security Agreement Supplement No. 2, dated as of December 23, 1992, between The Connecticut National Bank, as Owner Trustee, and Wilmington Trust Company, as Security Trustee.

The primary documents to which the enclosed secondary documents are connected 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") which was recorded on November 30 and assigned recordation number 18015; 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") which was recorded on November 30 and assigned recordation number 18015-A.

Secondary Documents - See Encl. 2

DEC 23 10 59 AM '92

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

LEASE SUPPLEMENT NO. 2

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. 2

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

The Lease Supplement No. 2 and the Security Agreement Supplement No. 2 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. 2, namely the road numbers set forth in Exhibit A hereto.

The description of the equipment covered as of the date hereof by the aforesaid Lease Supplement No. 2 and Security Agreement Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of thirty-two dollars (\$32.00) 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

CHAPMAN AND CUTLER

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

(1) LEASE SUPPLEMENT NO. 2:

Lease Supplement No. 2 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 December 23, 1992, covering 352 rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to such Lease Supplement No. 2, namely road numbers set forth in Exhibit A. The Lease Supplement No. 2 is related to the Railcar Lease between the Lessor and the Lessee dated as of November 30, 1992, which was previously recorded and assigned recordation number 18015.

(2) SECURITY AGREEMENT SUPPLEMENT NO. 2:

Security Agreement Supplement No. 2 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 December 23, 1992, covering 352 rotary dump gondola cars bearing the road numbers set forth in Schedule A to such Security Agreement Supplement No. 2, namely road numbers set forth in Exhibit A. The Security Agreement Supplement No. 2 is related to the Security Agreement - Trust Deed between the Owner Trustee and the Security Trustee, dated as of November 30, 1992, which was previously recorded and assigned recordation number 18015-A.

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 G. McGee

MGM/cs
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rotary Dump Gondola Cars	352	JECX 1283 1288-1638, Inclusive

Interstate Commerce Commission

Washington, D.C. 20423

12/23/92

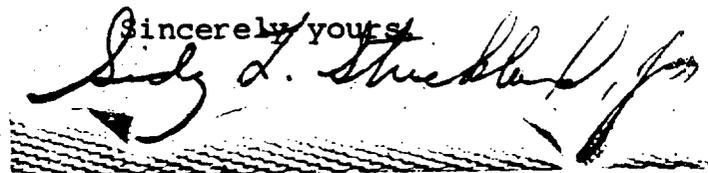
OFFICE OF THE SECRETARY

Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603-4080

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/23/92 at 10:45AM, and assigned re-
recording number(s). 18015-D and 18015-E.

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

LEASE SUPPLEMENT NO. 2 DEC 23 1992 10 45 AM

INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 2 dated as of December 23, 1992 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee ("Lessor"), and WESTERN RESOURCES, INC., a Kansas corporation ("Lessee"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 30, 1992 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances (except Permitted Encumbrances) and in a condition which in all respects is satisfactory to the Lessee and in compliance with the Lease.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is the date of this Lease Supplement No. 2.

4. Lessee hereby certifies that the aggregate Purchase Price for the Equipment as of the date hereof is \$15,840,704.00.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on May 28, 1993. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

This Lease Supplement No. 2 has been executed in several counterparts. To the extent, if any, that this Lease Supplement No. 2 constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease Supplement No. 2 may be created through the transfer or possession of any counterpart hereof other than the "Counterpart No. 1". This Counterpart is Counterpart No. 2 of 10. Certain rights of Lessor under the Lease and this Lease Supplement No. 2 have been assigned as security to, and are subject to a security interest in favor of, Wilmington Trust Company, as Security Trustee under the Security Agreement-Trust Deed dated as of November 30, 1992 between Lessor and the Security Trustee, for the benefit of the holders of the Notes referred to therein.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed, all as of the day and year first above written.

WESTERN RESOURCES, INC., a Kansas
corporation

By William B. Moore
Its WILLIAM B. MOORE
Vice President - Finance

THE CONNECTICUT NATIONAL BANK, not
individually but solely as Owner Trustee

By _____
Its

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

WESTERN RESOURCES, INC., a Kansas
corporation

By _____
Its

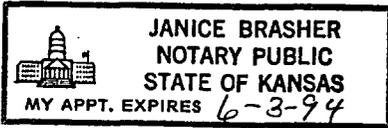
THE CONNECTICUT NATIONAL BANK, not
individually but solely as Owner Trustee

By Debra A. Johnson
Its **Debra A. Johnson**
Corporate Trust Officer

STATE OF KANSAS)
) SS.: 509-46-3529
COUNTY OF SHAWNEE)

On this, the 21st day of December, 1992, before me, a Notary Public in and for said County and State, personally appeared William B. Moore, the V.P. Finance of WESTERN RESOURCES, INC., who acknowledged himself to be a duly authorized officer of WESTERN RESOURCES, INC., and that, as such officer, being authorized to do so, he executed the foregoing instrument on December 21, 1992 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Brasher
Name: Janice Brasher
Notary Public
My Commission Expires: June 3, 1994
Residing in Kansas

[SEAL]

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 1992, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of The Connecticut National Bank, who acknowledged himself to be a duly authorized officer of The Connecticut National Bank, and that, as such officer, being authorized to do so, he executed the foregoing instrument on December _____, 1992 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

[SEAL]

SCHEDULE 1

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rotary Dump Gondola Cars	352	JECX 1283 1288-1638, Inclusive

SCHEDULE OF
FIXED RENT

Split Rent Schedule in Percentages of Total Cost

Rental Date	No.	Total Rent	Advance Rent	Arrears Rent	% of Rent in Arrears
28 May 1993	1	0.10000000		0.10000000	100.00000000
28 Nov 1993	2	2.92488522		2.92488522	100.00000000
28 May 1994	3	4.76232322		4.76232322	100.00000000
28 Nov 1994	4	2.85350076		2.85350076	100.00000000
28 May 1995	5	4.83370768		4.83370768	100.00000000
28 Nov 1995	6	2.77656972		2.77656972	100.00000000
28 May 1996	7	4.91063872		4.91063872	100.00000000
28 Nov 1996	8	2.69366114		2.69366114	100.00000000
28 May 1997	9	4.99354730		4.99354730	100.00000000
28 Nov 1997	10	2.60431056		2.60431056	100.00000000
28 May 1998	11	5.08289788		5.08289788	100.00000000
28 Nov 1998	12	2.50801744	0.20185491	2.30616253	91.95161456
28 May 1999	13	5.17919100		5.17919100	100.00000000
28 Nov 1999	14	2.40424235	0.09807982	2.30616253	95.92055193
28 May 2000	15	5.28296609		5.28296609	100.00000000
28 Nov 2000	16	2.30616253		2.30616253	100.00000000
28 May 2001	17	5.38104591		5.38104591	100.00000000
28 Nov 2001	18	2.30616253		2.30616253	100.00000000
28 May 2002	19	5.38104591		5.38104591	100.00000000
28 Nov 2002	20	2.30616253		2.30616253	100.00000000
28 May 2003	21	5.38104591		5.38104591	100.00000000
28 Nov 2003	22	2.81864310		2.81864310	100.00000000
28 May 2004	23	6.57683389		6.57683389	100.00000000
28 Nov 2004	24	2.81864310		2.81864310	100.00000000
28 May 2005	25	6.57683389		6.57683389	100.00000000
28 Nov 2005	26	2.81864310		2.81864310	100.00000000
28 May 2006	27	6.57683389		6.57683389	100.00000000
28 Nov 2006	28	2.81864310		2.81864310	100.00000000
28 May 2007	29	6.57683389		6.57683389	100.00000000
28 Nov 2007	30	2.81864310		2.81864310	100.00000000
28 May 2008	31	8.18832292	1.61148903	6.57683389	80.31966929
28 Nov 2008	32	1.20715407		1.20715407	100.00000000
28 May 2009	33	8.47050407	1.89367018	6.57683389	77.64394938
28 Nov 2009	34	0.92497292		0.92497292	100.00000000
28 May 2010	35	8.77549692	2.19866303	6.57683389	74.94542983
28 Nov 2010	36	0.61998006		0.61998006	100.00000000
28 May 2011	37	9.10514561	2.52831172	6.57683389	72.23205618
28 Nov 2011	38	0.29033138		0.29033138	100.00000000
28 May 2012	39	9.39547698	2.81864310	6.57683389	70.00000000
28 Nov 2012	40	0.00000000			0.00000000
28 May 2013	41	6.57683389		6.57683389	100.00000000
		-----	-----	-----	
		170.92685427	11.35071178	159.57614249	

SCHEDULE OF
STIPULATED LOSS VALUE
AND TERMINATION VALUE

Date	
May 28 1993	107.05710
Nov 28 1993	108.56359
May 28 1994	107.89867
Nov 28 1994	108.84311
May 28 1995	107.63107
Nov 28 1995	108.24683
May 28 1996	106.60985
Nov 28 1996	107.00822
May 28 1997	105.02523
Nov 28 1997	105.24603
May 28 1998	102.89888
Nov 28 1998	103.12396
May 28 1999	100.25093
Nov 28 1999	100.34901
May 28 2000	97.37221
Nov 28 2000	97.35845
May 28 2001	94.26927
Nov 28 2001	94.15355
May 28 2002	91.00021
Nov 28 2002	90.79451
May 28 2003	87.56013
Nov 28 2003	86.76762
May 28 2004	82.22740
Nov 28 2004	81.30847
May 28 2005	76.63962
Nov 28 2005	75.58722
May 28 2006	70.78115
Nov 28 2006	69.59058
May 28 2007	64.66692
Nov 28 2007	63.34947
May 28 2008	58.27144
Nov 28 2008	56.78390
May 28 2009	51.65974
Nov 28 2009	50.15298
May 28 2010	45.02073
Nov 28 2010	43.50770
May 28 2011	38.39381
Nov 28 2011	36.90254
May 28 2012	31.83833
Nov 28 2012	30.30451
May 28 2013	25.00000