

RECORDATION NO. 187956 B FILED 1425

MAY 3 - 1994 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 dated May 3, 1994 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, 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 May 3, 1994 (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. 1.

4. Lessee hereby certifies that the aggregate Purchase Price for the Equipment as of the date hereof is \$18,239,400.00.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on November 2, 1994. Fixed Rent, Stipulated Loss Values and Termination Values for the Type A Equipment are payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto. Fixed Rent, Stipulated Loss Values and Termination Values for the Type B Equipment are payable in the amounts and on the Rent Payment Dates set forth in Schedule 3 attached hereto.

This Lease Supplement No. 1 has been executed in several counterparts. To the extent, if any, that this Lease Supplement No. 1 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. 1 may be created through the transfer or possession of any counterpart hereof other than the "*Counterpart No. 1*". This Counterpart is Counterpart No. 3 of 17. Certain rights of Lessor under the Lease and this Lease Supplement No. 1 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 May 3, 1994 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

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, 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

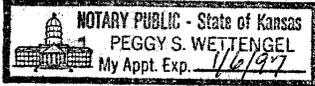
SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee

By D. L. Johnson
Its **CORPORATE TRUST OFFICER**

STATE OF Kansas)
)
) SS.:
COUNTY OF Shawnee)

On this, the 3rd day of May, 1994, 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 May 3, 1994 for the purposes therein contained.

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



Peggy S. Wettengel
Name: Peggy S. Wettengel
Notary Public
My Commission Expires: 1/6/97
Residing in Shawnee County

[SEAL]

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

On this, the _____ day of _____, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of Shawmut Bank Connecticut, National Association, who acknowledged himself to be a duly authorized officer of Shawmut Bank Connecticut, National Association, and that, as such officer, being authorized to do so, he executed the foregoing instrument on _____, 1994 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]

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ 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 _____, 1994 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]

STATE OF Connecticut)
) SS.: HARTFORD
COUNTY OF HARTFORD)

On this, the 3rd day of May, 1994, before me, a Notary Public in and for said County and State, personally appeared Debra Johnson, the Corp. Trust Officer of Shawmut Bank Connecticut, National Association, who acknowledged himself to be a duly authorized officer of Shawmut Bank Connecticut, National Association, and that, as such officer, being authorized to do so, he executed the foregoing instrument on May 3, 1994 for the purposes therein contained.

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

Dawn P Heintz
Name:
Notary Public **DAWN P. HEINTZ**
My Commission Expires: **NOTARY PUBLIC**
Residing in Simsbury **MY COMMISSION EXPIRES MAY 31, 1997**

[SEAL]

DESCRIPTION OF EQUIPMENT

TYPE A EQUIPMENT

240 Rotary Dump Coal Hopper Cars bearing reporting marks KPLX 1001 through KPLX 1240, inclusive.

TYPE B EQUIPMENT

120 Aluminum Coal Gondola Cars bearing reporting marks JECX 4001 through JECX 4119, inclusive, and JECX 2101.

SCHEDULE 1
(to Lease Supplement No. 1)

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE RATE FACTORS WITH
RESPECT TO TYPE A EQUIPMENT**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
Nov 2 1994	0.00000
May 2 1995	2.60139
Nov 2 1995	4.48231
May 2 1996	2.53565
Nov 2 1996	4.54805
May 2 1997	2.46531
Nov 2 1997	4.61838
May 2 1998	2.39007
Nov 2 1998	4.69363
May 2 1999	2.30956
Nov 2 1999	4.77414
May 2 2000	2.22342
Nov 2 2000	4.86028
May 2 2001	2.13126
Nov 2 2001	4.95244
May 2 2002	2.03266
Nov 2 2002	5.05104
May 2 2003	1.94500
Nov 2 2003	6.71285
May 2 2004	1.84590
Nov 2 2004	6.81195
May 2 2005	1.74272
Nov 2 2005	6.91514
May 2 2006	1.63528
Nov 2 2006	7.02258
May 2 2007	1.50901
Nov 2 2007	7.14884
May 2 2008	1.38766
Nov 2 2008	7.27020
May 2 2009	1.18206
Nov 2 2009	7.47579
May 2 2010	0.96210
Nov 2 2010	7.69576
May 2 2011	0.86579
Nov 2 2011	7.79207
May 2 2012	0.86579
Nov 2 2012	7.79207
May 2 2013	0.86579
Nov 2 2013	7.79207
May 2 2014	1.06990
Nov 2 2014	7.58795

SCHEDULE 2
(to Lease Supplement No. 1)

**SCHEDULE OF
STIPULATED LOSS VALUE AND TERMINATION VALUE
WITH RESPECT TO TYPE A EQUIPMENT**

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
Nov 2 1994	105.42938
May 2 1995	106.80936
Nov 2 1995	106.06856
May 2 1996	107.01119
Nov 2 1996	105.76970
May 2 1997	106.40506
Nov 2 1997	104.77215
May 2 1998	105.20197
Nov 2 1998	103.25452
May 2 1999	103.55120
Nov 2 1999	101.31052
May 2 2000	101.47212
Nov 2 2000	98.92154
May 2 2001	98.94688
Nov 2 2001	96.12836
May 2 2002	96.12836
Nov 2 2002	93.12908
May 2 2003	93.15227
Nov 2 2003	88.46640
May 2 2004	88.49001
Nov 2 2004	83.60959
May 2 2005	83.63437
Nov 2 2005	78.55142
May 2 2006	78.57745
Nov 2 2006	73.28363
May 2 2007	73.33427
Nov 2 2007	67.81737
May 2 2008	67.87824
Nov 2 2008	62.13232
May 2 2009	62.33670
Nov 2 2009	56.33316
May 2 2010	56.70097
Nov 2 2010	50.43274
May 2 2011	50.84813
Nov 2 2011	44.44300
May 2 2012	44.81853
Nov 2 2012	38.37872
May 2 2013	38.72400
Nov 2 2013	32.26009
May 2 2014	32.30372
Nov 2 2014	26.24212

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE RATE FACTORS WITH
RESPECT TO TYPE B EQUIPMENT**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
Nov 2 1994	0.00000
May 2 1995	2.60539
Nov 2 1995	4.53714
May 2 1996	2.53788
Nov 2 1996	4.60465
May 2 1997	2.46565
Nov 2 1997	4.67689
May 2 1998	2.38836
Nov 2 1998	4.75417
May 2 1999	2.30568
Nov 2 1999	4.83685
May 2 2000	2.21721
Nov 2 2000	4.92532
May 2 2001	2.12257
Nov 2 2001	5.01997
May 2 2002	2.02130
Nov 2 2002	5.12123
May 2 2003	1.93303
Nov 2 2003	6.79673
May 2 2004	1.83196
Nov 2 2004	6.89780
May 2 2005	1.72671
Nov 2 2005	7.00305
May 2 2006	1.61713
Nov 2 2006	7.11263
May 2 2007	1.48393
Nov 2 2007	7.24583
May 2 2008	1.36242
Nov 2 2008	7.36734
May 2 2009	1.15254
Nov 2 2009	7.57722
May 2 2010	0.92800
Nov 2 2010	7.80176
May 2 2011	0.87298
Nov 2 2011	7.85679
May 2 2012	0.87298
Nov 2 2012	7.85679
May 2 2013	0.87298
Nov 2 2013	7.85679
May 2 2014	1.06990
Nov 2 2014	7.65986

SCHEDULE 3
(to Lease Supplement No. 1)

**SCHEDULE OF
STIPULATED LOSS VALUE AND TERMINATION VALUE
WITH RESPECT TO TYPE B EQUIPMENT**

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
Nov 2 1994	105.42542
May 2 1995	106.79859
Nov 2 1995	106.00052
May 2 1996	106.93703
Nov 2 1996	105.63551
May 2 1997	106.26561
Nov 2 1997	104.56983
May 2 1998	104.99540
Nov 2 1998	102.98212
May 2 1999	103.27575
Nov 2 1999	100.96617
May 2 2000	101.12608
Nov 2 2000	98.50344
May 2 2001	98.52868
Nov 2 2001	95.63440
May 2 2002	95.63456
Nov 2 2002	92.55628
May 2 2003	92.57947
Nov 2 2003	87.79895
May 2 2004	87.82263
Nov 2 2004	82.84366
May 2 2005	82.86852
Nov 2 2005	77.68296
May 2 2006	77.70907
Nov 2 2006	72.30841
May 2 2007	72.36690
Nov 2 2007	66.73760
May 2 2008	66.80292
Nov 2 2008	60.94078
May 2 2009	61.15286
Nov 2 2009	55.02801
May 2 2010	55.40722
Nov 2 2010	49.01265
May 2 2011	49.39775
Nov 2 2011	42.90570
May 2 2012	43.25047
Nov 2 2012	36.72337
May 2 2013	37.03758
Nov 2 2013	30.48597
May 2 2014	30.46565
Nov 2 2014	24.24353