

17956 *E*

Law Offices of

SEP 30 1992-3 05 PM CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

INTERSTATE COMMERCE COMMISSION
West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

17956 *C*

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION

September 29, 1992

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION

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

2-274A031

17956 *B*

17956 *f*

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

17956 *F*

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION
Re

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION

Coal Supply Corporation II
Consumers Power Company
Coal Supply Service Agreement

17956

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

SEP 30 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, an original and one counterpart of each of the 4 primary documents described below and the 3 secondary documents described below, which secondary documents are related to the enclosed primary documents. The undersigned has acted as special counsel in connection with the preparation of the enclosed documents and has knowledge of the matters set forth therein.

The first document, the Lease Agreement, dated as of August 1, 1992, is a primary document. The names and addresses of the parties to such document are as follows:

Wilmington Trust Company, not individually but *Kessner*
solely as Owner Trustee
Rodney Square North
1100 Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Coal Supply Corporation II *Kessner*
45 Cardinal Drive
Westfield, New Jersey 07092

The second document, the Lease Supplement No. 1, dated September 30, 1992, is a secondary document. The primary document to which this is connected is the Lease Agreement, listed above. The names and addresses are as follows:

(Handwritten signature)

CHAPMAN AND CUTLER

Wilmington Trust Company, not individually but
solely as Owner Trustee
Rodney Square North
1100 Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Coal Supply Corporation II
45 Cardinal Drive
Westfield, New Jersey 07092

We request that this Lease Supplement be cross-indexed.

The third document, the Security Agreement, dated as of August 1, 1992, is a primary document. The names and addresses of the parties to such document are as follows: (3)

Wilmington Trust Company, not individually but *Owner*
solely as Owner Trustee
Rodney Square North
1100 Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Confederation Life Insurance Company *Second party*
260 Interstate North
Atlanta, Georgia 30339

The fourth document, the Security Agreement Supplement No. 1, dated September 30, 1992, is a secondary document. The primary document to which this is connected is the Security Agreement, listed above. The names and addresses of the parties to such document are as follows: (4)

Wilmington Trust Company, not individually but
solely as Owner Trustee
Rodney Square North
1100 Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

CHAPMAN AND CUTLER

Confederation Life Insurance Company
260 Interstate North
Atlanta, Georgia 30339

We request that this Security Agreement Supplement No. 1 be cross-indexed.

The fifth document, the Memorandum of Coal Supply Service Agreement, dated as of August 1, 1992, is a primary document. The names and addresses of the parties to such document are as follows: (5)

Coal Supply Corporation II
45 Cardinal Drive
Westfield, New Jersey 07092

Consumers Power Company
212 West Michigan Avenue
Jackson, Michigan 49201

The sixth document, the Memorandum of Coal Supply Service Agreement Supplement No. 1, dated September 30, 1992, is a secondary document. The primary document to which this is connected is the Memorandum of Coal Supply Service Agreement, listed above. The names and addresses of the parties to such document are as follows: (6)

Coal Supply Corporation II
45 Cardinal Drive
Westfield, New Jersey 07092

Consumers Power Company
212 West Michigan Avenue
Jackson, Michigan 49201

We request that this Memorandum of Coal Supply Service Agreement Supplement No. 1 be cross-indexed.

The seventh document, the Memorandum of Assignment of Coal Supply Service Agreement, dated as of August 1, 1992, is a primary document. The names and addresses of the parties to such document are as follows:

CHAPMAN AND CUTLER

Coal Supply Corporation II
45 Cardinal Drive
Westfield, New Jersey 07092

Wilmington Trust Company, not individually but
solely as Owner Trustee
Rodney Square North
1100 Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

We request that this Memorandum of Assignment of Coal Supply Service Agreement be cross-indexed.

A description of the equipment covered by each of these documents follows: 210 4300 Cubic Foot High Side Aluminum Rotary Dump Gondola Cars, Serial Numbers CSCX 4201 through 4410, inclusive.

A filing fee of \$112 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

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

Lease Agreement dated as of August 1, 1992 between Wilmington Trust Company, not individually but solely as Owner Trustee, as Lessor, and Coal Supply Corporation II, as Lessee, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive.

Lease Supplement No. 1 dated September 30, 1992 between Wilmington Trust Company, not individually but solely as Owner Trustee, as Lessor, and Coal Supply Corporation II, as Lessee, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive, and connected to Lease Agreement dated as of August 1, 1992 between Wilmington Trust Company, not individually but solely as Owner Trustee, as Lessor, and Coal Supply Corporation II, as Lessee.

Security Agreement, dated as of August 1, 1992, between Wilmington Trust Company, not individually but solely as Owner Trustee, and Confederation Life Insurance Company, as Secured Party, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive.

Law Offices of
CHAPMAN AND CUTLER

Security Agreement Supplement No. 1, dated September 30, 1992, between Wilmington Trust Company, not individually but solely as Owner Trustee, and Confederation Life Insurance Company, as Secured Party, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive, and connected to the Security Agreement dated as of August 1, 1992, between Wilmington Trust Company, not individually but solely as Owner Trustee, and Confederation Life Insurance Company, as Secured Party.

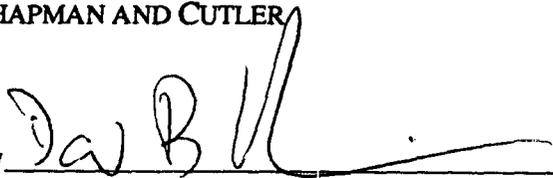
Memorandum of Coal Supply Service Agreement dated as of August 1, 1992 between Coal Supply Corporation II, as Contractor, and Consumers Power Company, as Customer, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive.

Memorandum of Coal Supply Service Agreement Supplement No. 1 dated September 30, 1992 between Coal Supply Corporation II, as Contractor, and Consumers Power Company, as Customer, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive, and connected to Memorandum of Coal Supply Service Agreement dated as of August 1, 1992 between Coal Supply Corporation II, as Contractor, and Consumers Power Company, as Customer.

Memorandum of Assignment Coal Supply Service Agreement dated as of August 1, 1992 between Coal Supply Corporation II, as Assignor, and Wilmington Trust Company, not individually but solely as Owner Trustee, as Assignee, covering 210 4300 cubic foot high side aluminum rotary dump gondola cars, Serial Numbers CSCX 4201 - 4410, inclusive.

Very truly yours,

CHAPMAN AND CUTLER

By 

David B. McMullen

DBM/cp

Enclosures

SEP 30 1992 -3 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF COAL SUPPLY SERVICE AGREEMENT

Memorandum of Assignment of Coal Supply Service Agreement dated as of August 1, 1992 by and between COAL SUPPLY CORPORATION II, a New Jersey corporation (the "Assignor") and WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee (the "Assignee").

WITNESSETH:

1. The Assignor and the Assignee have concurrently herewith entered into that certain Assignment of Coal Supply Service Agreement dated as of August 1, 1992 (the "Assignment of Coal Supply Service Agreement") by and between the Assignor and the Assignee.

2. The Assignment of Coal Supply Service Agreement provides for the collateral assignment by the Assignor to the Assignee of certain of the Assignor's rights, title, interests, claims and demands in, to and under the Coal Supply Service Agreement (other than Lessee Excepted Rights in Collateral).

3. The Assignment of Coal Supply Service Agreement shall be effective as of the date first set forth hereinabove.

4. For purposes of this Memorandum the following terms shall have the following meanings.

5. The Assignment of Coal Supply Service Agreement covers the Units described in Exhibit A attached hereto.

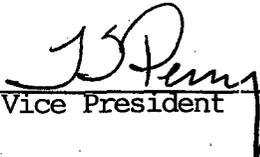
"Coal Supply Service Agreement" shall mean that certain Coal Supply Service Agreement dated as of August 1, 1992 by and between the Assignor and Consumers Power Company, a Michigan corporation.

"Lessee Excepted Rights in Collateral" shall have the meaning ascribed thereto in the Preliminary Statement of the Assignment of Coal Supply Service Agreement.

Memorandum of Assignment of
Coal Supply Service Agreement

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

COAL SUPPLY CORPORATION II

By 
Its Vice President

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee

By _____
Its

Memorandum of Assignment of
Coal Supply Service Agreement

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed
and sealed by their respective corporate officers as of the date and year first above written.

COAL SUPPLY CORPORATION II

By _____
Its

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee

By _____
Its

Carolyn C. Daniels
Carolyn C. Daniels
SR Financial Services Officer

Memorandum of Assignment of
Coal Supply Service Agreement

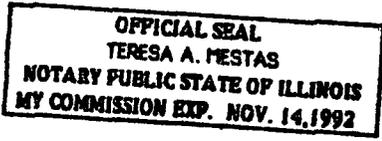
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 28 day of September, 1992 before me personally appeared J.S. Perry to me personally known, who being by me duly sworn, says that he is a Vice President of COAL SUPPLY CORPORATION II, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Teresa A. Mestas
Notary Public

[SEAL]

Commission expires:



Memorandum of Assignment of
Coal Supply Service Agreement

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 24th day of September, 1992 before me personally appeared Carolyn C. Daniels to me personally known, who being by me duly sworn, says that [s]he is the Sr Fin Svcs Off of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee, that the foregoing instrument was signed on behalf of said corporation, and [s]he acknowledged that the execution of said instrument was his/her free act and deed.



Notary Public

[SEAL]

Commission expires:

OFFICIAL SEAL
BARBARA R. GRUBY
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. JAN. 29, 1994

EXHIBIT A

QUANTITY OF COAL CARS

CAR NUMBERS

TYPE OF COAL CARS

210

CSCX 4201-4410
(inclusive)

4,300 cubic foot high side
aluminum bodied rotary
dump gondola cars