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MORGAN, LEWIS & BOCKIUS

COUNSELORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178
TELEPHONE (212) 309-6000
FAX (212) 309-6273

PHILADELPHIA
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INTERSTATE COMMERCE COMMISSION

17107-E

1-071A059

MARK T MCENROE
DIAL DIRECT (212) 309-6336

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INTERSTATE COMMERCE COMMISSION

March 11, 1991

Noreta R. McGee
Secretary of the Interstate Commerce Commission
Interstate Commerce Commission
12th Street and Constitution Avenue N.W.
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed one original and one counterpart of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are (1) a Lease Supplement, a secondary document, dated as of March 11, 1991 - the primary document to which this is connected is recorded under Recordation No. 17107; and (2) a Security Agreement-Trust Deed Supplement, a secondary document, dated as of March 11, 1991 - the primary document to which this is connected is recorded under Recordation No. 17107A; each relating to DEC Trust No. 1990-3.

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

Lessor, Debtor:	State Street Bank and Trust Company of Connecticut, National Association, as Trustee under a Trust Agreement, dated as of November 20, 1990 100 Constitution Plaza Hartford, Connecticut 06103
Lessee:	The Detroit Edison Company 200 Second Avenue Detroit, Michigan 48226
Secured Party:	The Connecticut National Bank, as Security Trustee 777 Main Street Hartford, Connecticut 06115

Original Page

A description of the equipment covered by the documents follows:

> 428 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4877, 4894, 4983, 5164, 5171 through 5172, 5231, 5241, 5244, 5247, 5254, 5325 through 5328, 5330, 5339, 5341 through 5344, 5348, 5351, 5353 through 5354, 5365, 5374 through 5500, 5801 through 6000, 8925 through 8999 manufactured by Thrall Car Manufacturing Company.

A fee of $30.00 is enclosed to cover the filing of each of the Lease Supplement and the Security Agreement-Trust Deed Supplement. Please return each of the originals and any extra copies not needed by the Commission for recordation to Mark T. McEnroe, Morgan, Lewis & Bockius, 101 Park Avenue, New York, NY 10178.

A short summary of each of the documents follows:

1. A supplement to Equipment Lease with Recordation No. 17107 dated March 11, 1991 and covering 428 high side gondola railcars.

2. A supplement to Security Agreement-Trust Deed with Recordation No. 17107A dated March 11, 1991 and covering 428 high side gondola railcars.

Very truly yours,

Mark T. McEnroe

/ggg
Enclosure

17107-E
MAR 12 1991 -2 05 PM
INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT-TRUST DEED SUPPLEMENT NO. 2

This SECURITY AGREEMENT-TRUST DEED SUPPLEMENT NO. 2, dated as of March 11, 1991, between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Trustee under DEC Trust No. 1990-3 (the "Debtor"), and THE CONNECTICUT NATIONAL BANK (the "Secured Party").

WITNESSETH

The Debtor and Secured Party have heretofore entered into a Security Agreement-Trust Deed dated as of November 20, 1990 (the "Security Agreement"). The terms used herein not otherwise defined are used with the meanings specified in the Security Agreement.

The Security Agreement provides for the execution and delivery of a Security Agreement-Trust Deed Supplement for, among other things, preserving Lessor's title to, or Security Trustee's security interest in, any Item of Equipment.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and Lessee hereby agree as follows:

1. Schedule 1 to the Security Agreement, describing the Items of Equipment covered by the Security Agreement, is amended to read in full as attached hereto.

2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Security Agreement-Trust Deed Supplement may refer to the "Security Agreement-Trust Deed dated as of November 20, 1990" without making specific reference to this Security Agreement-Trust Deed Supplement, but nevertheless all such references shall be deemed to include this Security Agreement-Trust Deed Supplement unless the context shall otherwise require.

3. This Security Agreement-Trust Deed Supplement shall be construed in connection with and as a part of the Security Agreement, and all terms, conditions and covenants contained in the Security Agreement, except as herein modified, shall be and remain in full force and effect.

4. This Security Agreement-Trust Deed Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Debtor and Secured Party have caused this Security Agreement-Trust Deed Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION

not individually but solely as trustee under DEC Trust No. 1990-3

By: _____
Its: F. W. Kawam, Vice President

[SEAL]
ATTEST:

_____
Its: ASSISTANT SECRETARY

THE CONNECTICUT NATIONAL BANK, as Security Trustee

By: _____
Its:

[SEAL]
ATTEST:

_____
Its:

STATE OF CONNECTICUT
) SS
COUNTY OF HARTFORD)

On this 5th day of March, 1991, before me personally appeared F. W. KAWAM and SANDY LAMARR CODY to me personally known, who being by me duly sworn, say that they are the Vice President and ASSISTANT SECRETARY of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maryanne C. Young
Notary Public

[NOTARIAL SEAL]
My commission expires:

MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

STATE OF)
) SS
COUNTY OF)

On this ___ day of _____, 199__, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, say that they are the _____ and _____ of The Connecticut National Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[NOTARIAL SEAL]
My commission expires:

IN WITNESS WHEREOF, the Debtor and Secured Party have caused this Security Agreement-Trust Deed Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION

not individually but solely as trustee under DEC Trust No. 1990-3

By: _____
Its:

[SEAL]
ATTEST:

_____
Its:

THE CONNECTICUT NATIONAL BANK, as Security Trustee

By: _____
Its: PHILIP G. KANE, JR.
VICE PRESIDENT

[SEAL]
ATTEST:

_____
Its: TRUST OFFICER

STATE OF)
) SS
COUNTY OF)

On this ___ day of _____, 199__, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, say that they are the _____ and _____ of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[NOTARIAL SEAL]
My commission expires:

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this 7th day of March, 1991, before me personally appeared P.G. KANE Jr and ELIZABETH C. HAMMER to me personally known, who being by me duly sworn, say that they are the Vice President and TRUST OFFICER of The Connecticut National Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors on this day, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dawn L. Heintz
Notary Public

[NOTARIAL SEAL]
My commission expires:
DAWN LICCOLI HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

DESCRIPTION OF ITEMS OF EQUIPMENT TO BE LEASED

428 aluminum bodied rotary dump high side gondola railcars, DEEX Numbers 4877, 4894, 4983, 5164, 5171 through 5172, 5231, 5241, 5244, 5247, 5254, 5325 through 5328, 5330, 5339, 5341 through 5344, 5348, 5351, 5353 through 5354, 5365, 5374 through 5500, 5801 through 6000, 8925 through 8999 manufactured by Thrall Car Manufacturing Company.

SCHEDULE 1
(To Security Agreement - Trust Deed)

DEC Trust 1990-3