

# MORGAN, LEWIS & BOCKIUS

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RECORDATION NO 17108-A & E FILED 1-30-91  
1-030A022

MARK T MCENROE  
DIAL DIRECT (212) 309-6336

JAN 30 1991 -12 32 PM

January 30, 1991

INTERSTATE COMMERCE COMMISSION

JAN 30 12 29 PM '91  
MOTOR OPERATING UNIT

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 January 30, 1991 - the primary document to which this is connected is recorded under Recordation No. 17108; and (2) a Security Agreement-Trust Deed Supplement, a secondary document, dated as of January 30, 1991 - the primary document to which this is connected is recorded under Recordation No. 17108A; each relating to DEC Trust No. 1990-1.

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

*Handwritten signatures and initials on the left margin.*

MORGAN, LEWIS & BOCKIUS

Noreta R. McGee  
January 30, 1991  
Page 2

A description of the equipment covered by the documents follows:

261 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4594 through 4603, 4605 through 4609, 4611 through 4658, 4660 through 4696, 4698 through 4755, 4757 through 4796, 4799 through 4800, 4802, 4804, 4806 through 4814, 4816 through 4819, 4821 through 4835, 4837 through 4844, 4847, 4851 through 4852, 4855, 4857 through 4858, 4861 through 4862, 4864 through 4865, 4867, 4872 through 4873, 4875, 4878, 4882, 4886, 4895 through 4898, and 4906 through 4907 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. 17108 dated January 30, 1991 and covering 261 high side gondola railcars.

2. A supplement to Security Agreement-Trust Deed with Recordation No. 17108A dated January 30, 1991 and covering 261 high side gondola railcars.

Very truly yours,



Mark T. McEnroe

/ggg  
Enclosure

17108k . A  
RECORDED IN \_\_\_\_\_ FILED IN \_\_\_\_\_

JAN 30 1991 -12 32 PM

LEASE SUPPLEMENT ~~NUMBER~~ INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 2, dated as of January 30, 1991, 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. 1990-1 (the "Lessor"), and THE DETROIT EDISON COMPANY, a Michigan corporation (the "Lessee").

WITNESSETH

The Lessor and the Lessee have heretofore entered into an Equipment Lease dated as of November 20, 1990 (the "Lease"). The terms used herein not otherwise defined are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, preserving Lessor's title to, or Security Trustee's security interest in, any Item of Equipment.

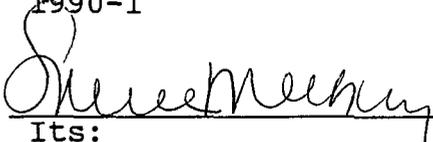
NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and Lessee hereby agree as follows:

1. Schedule A to the Lease, describing the Items of Equipment covered by the Lease, 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 Lease Supplement may refer to the "Equipment Lease dated as of November 20, 1990" without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.
3. This Lease Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.
4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

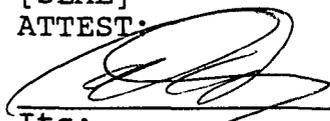
IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION

not individually but solely as  
trustee under DEC Trust No.  
1990-1

By:   
Its: ASSISTANT VICE PRESIDENT

[SEAL]  
ATTEST:

  
Its: DONALD E. SMITH, VICE PRESIDENT

THE DETROIT EDISON COMPANY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_



IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease 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.  
1990-1

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_

THE DETROIT EDISON COMPANY

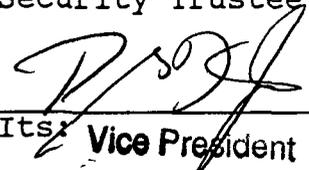
By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By:   
Its: **Vice President**

[SEAL]  
ATTEST:

  
\_\_\_\_\_  
Its: **Vice President**

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease 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.  
1990-2

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

*Elaine M. Godfrey*  
Its: \_\_\_\_\_

Elaine M. Godfrey, Assistant Secretary

THE DETROIT EDISON COMPANY

By: *[Signature]*  
Its: *Vice President & Treasurer*

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SEAL]  
ATTEST:

\_\_\_\_\_  
Its: \_\_\_\_\_

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.

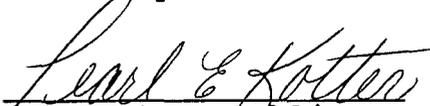
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]  
My commission expires:

STATE OF )  
 ) SS  
COUNTY OF )

On this 29 day of January \_\_\_\_\_, 1991, before me personally appeared Leslie L. Loomans and Elaine M. Godfrey, to me personally known, who being by me duly sworn, say that they are the Vice President & Treasurer and Assistant Secretary of The Detroit Edison Company, 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.

PEARL E. KOTTER  
Notary Public, Macomb County, MI  
My Commission Expires Aug. 23, 1993

  
Notary Public

[NOTARIAL SEAL]  
My commission expires: August 23, 1993

**DESCRIPTION OF ITEMS OF EQUIPMENT TO BE LEASED**

261 aluminum bodied rotary dump high side gondola railcars, DEEX Numbers 4594 through 4603, 4605 through 4609, 4611 through 4658, 4660 through 4696, 4698 through 4755, 4757 through 4796, 4799 through 4800, 4802, 4804, 4806 through 4814, 4816 through 4819, 4821 through 4835, 4837 through 4844, 4847, 4851 through 4852, 4855, 4857 through 4858, 4861 through 4862, 4864 through 4865, 4867, 4872 through 4873, 4875, 4878, 4882, 4886, 4895 through 4898, and 4906 through 4907 manufactured by Thrall Car Manufacturing Company.

**SCHEDULE A  
(To Equipment Lease)**

**DEC Trust 1990-1**