

MORGAN, LEWIS & BOCKIUS

PHILADELPHIA
LOS ANGELES
MIAMI
LONDON
FRANKFURT

COUNSELORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178

TELEPHONE (212) 309-6000

FAX (212) 309-6273

WASHINGTON
NEW YORK
HARRISBURG
SAN DIEGO
BRUSSELS
TOKYO

REGISTRATION NO 17108-~~A~~ & E
FILED 142
1-0507-022

MARK T MCENROE
DIAL DIRECT (212) 309-6336

JAN 30 1991 -12 22 PM

January 30, 1991

INTERSTATE COMMERCE COMMISSION

JAN 30 12 29 PM '91
NOTICE DELIVERIES 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

Concluded
[Handwritten signature]

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

RECORDED IN 17108
JAN 30 1991 -12 55 PM
INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT-TRUST DEED SUPPLEMENT NO. 2

This SECURITY AGREEMENT-TRUST DEED SUPPLEMENT NO. 2, dated as of January 30, 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 "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.

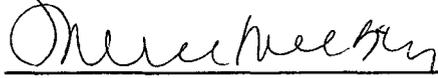
3. This Security Agreement-Trust Deed Supplement shall be construed in connection with and as a part of the Security Agreement, and all terms, conditions and covenants contained in the Security Agreement, except as herein modified, shall be and remain in full force and effect.

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.

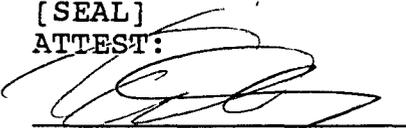
IN WITNESS WHEREOF, the Debtor and Secured Party have caused this Security Agreement-Trust Deed Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL
ASSOCIATION

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

By: 
Its: **ASSISTANT VICE PRESIDENT**

[SEAL]
ATTEST:


Its:

DONALD E. SMITH, VICE PRESIDENT

THE CONNECTICUT NATIONAL BANK, as
Security Trustee

By: _____
Its:

[SEAL]
ATTEST:

Its:

STATE OF CONNECTICUT)
) ss HARTFORD
COUNTY OF HARTFORD)

On this 25th day of JANUARY, 1991, before me personally appeared Sheree Milbury and DONALD E. SMITH, to me personally known, who being by me duly sworn, say that they are the ASSISTANT VICE PRESIDENT and VICE PRESIDENT 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
MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

[NOTARIAL SEAL]
My commission expires:

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

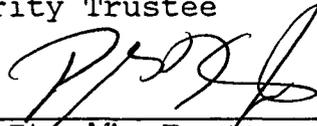
not individually but solely as
trustee under DEC Trust No.
1990-1

By: _____
Its:

[SEAL]
ATTEST:

Its:

THE CONNECTICUT NATIONAL BANK, as
Security Trustee

By: 
Its: Vice President

[SEAL]
ATTEST:



Its: Vice President

STATE OF)
) SS
COUNTY OF)

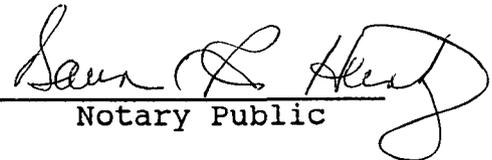
On this ___ day of _____, 199__, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, say that they are the _____ and _____ of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed to the foregoing instrument 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 25th day of JANUARY, 1991, before me personally appeared PHILIP G. KANE, Jr and Vito J. Iacovazzi, to me personally known, who being by me duly sworn, say that they are the Vice President and Vice President 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:
DAWN PICCOLI HENTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

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 1
(To Security Agreement - Trust Deed)

DEC Trust 1990-1

