

MORGAN, LEWIS & BOCKIUS

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RECORDATION NO. 17109-B
FILED 1425

JAN 16 1991 -11 05 AM

INTERSTATE COMMERCE COMMISSION

WASHINGTON
NEW YORK
HARRISBURG
SAN DIEGO
BRUSSELS
TOKYO

MARK T MCENROE
DIAL DIRECT (212) 309-6336

January 15, 1991 1-016A000

RECORDATION NO. 17109-C
FILED 1425

JAN 16 1991 -11 05 AM

INTERSTATE COMMERCE COMMISSION

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 15, 1991 - the primary document to which this is connected is recorded under Recordation No. 17109; and (2) a Security Agreement-Trust Deed Supplement, a secondary document, dated as of January 15, 1991 - the primary document to which this is connected is recorded under Recordation No. 17109A; each relating to DEC Trust No. 1990-2.

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

Charles S. Butler

MORGAN, LEWIS & BOCKIUS

Noreta R. McGee
December 7, 1990
Page 2

A description of the equipment covered by the documents follows:

341 high side gondola railcars, identification numbers DEEX 4855 through and including DEEX 5000, and DEEX 5153 through and including DEEX 5347.

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. 17109 dated January 15, 1991 and covering 341 high side gondola railcars.

2. A supplement to Security Agreement-Trust Deed with Recordation No. 17109A and covering 341 high side gondola railcars.

Very truly yours,



Mark T. McEnroe

/ggg
Enclosure

LEASE SUPPLEMENT NO. 1

RECORDING NO. 171095
JAN 16 1991 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 1, dated as of January 15, 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. 1990-2 (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. Subsection 2.5(c) of the Lease is hereby deleted in its entirety.

2. Schedule A to the Lease, describing the Items of Equipment covered by the Lease, is amended to read in full as attached hereto.

3. 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.

4. 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.

5. 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.

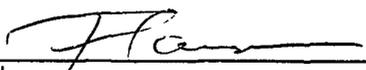
IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL
ASSOCIATION

not individually but solely as
trustee under DEC Trust No.
1990-2

By: 
Its: _____
VICE PRESIDENT

[SEAL]
ATTEST:


Its: _____
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.
1990-2

By: _____
Its:

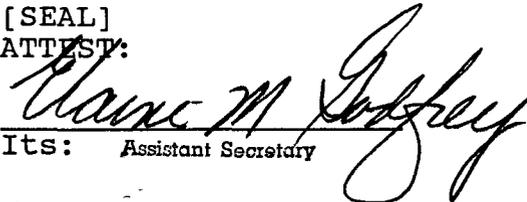
[SEAL]
ATTEST:

Its:

THE DETROIT EDISON COMPANY

By: 
Its: *Vice President & Treasurer*

[SEAL]
ATTEST:


Its: Assistant Secretary

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 MICHIGAN)
) SS
COUNTY OF WAYNE)

On this 14th day of January _____, 1991, before me personally appeared L. 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.

[NOTARIAL SEAL]
My commission expires:



Notary Public
Acting in Wayne County

JANET A. SCULLEN
Notary Public, Macomb County, MI
My Commission Expires Mar. 30, 1993

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:

Its:

THE DETROIT EDISON COMPANY

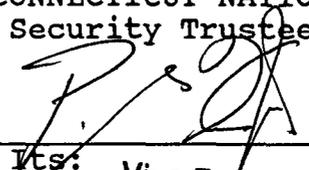
By: _____
Its:

[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

DESCRIPTION OF ITEMS OF EQUIPMENT TO BE LEASED

341 aluminum bodied rotary dump high side gondola railcars, DEEX Numbers 4855 through 5000, and 5153 through 5347, manufactured by Thrall Car Manufacturing Company.

**SCHEDULE A
(To Equipment Lease)**

DEC Trust 1990-2