

MORGAN, LEWIS & BOCKIUS

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NEW YORK, NEW YORK 10178
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17109-
RECORDED BY
FILED IN
JAN 30 1991 -12 55 PM
INTERSTATE COMMERCE COMMISSION
1-030A021
WASHINGTON
NEW YORK
HARRISBURG
SAN DIEGO
BRUSSELS
TOKYO

MARK T MCENROE
DIAL DIRECT (212) 309-6336

January 30, 1991

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

JAN 30 12 29 PM '91
MOTOR OPERATING UNIT

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. 17109; 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. 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

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MORGAN, LEWIS & BOCKIUS

Noreta R. McGee
January 30, 1991
Page 2

A description of the equipment covered by the documents follows:

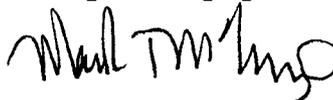
341 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4604, 4610, 4659, 4697, 4756, 4797 through 4798, 4801, 4803, 4805, 4815, 4820, 4836, 4845, 4846, 4863, 4866, 4869 through 4871, 4874, 4876 through 4877, 4879, 4848 through 4850, 4853 through 4854, 4856, 4859 through 4860, 4863, 4866, 4868, 4869 through 4871, 4874, 4876 through 4877, 4879, 4880 through 4881, 4883 through 4885, 4887 through 4894, 4899 through 4905, 4908 through 5000, and 5153 through 5338, 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. 17109 dated January 30, 1991 and covering 341 high side gondola railcars.
2. A supplement to Security Agreement-Trust Deed with Recordation No. 17109A dated January 30, 1991 and covering 341 high side gondola railcars.

Very truly yours,



Mark T. McEnroe

/ggg
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

1/30/91

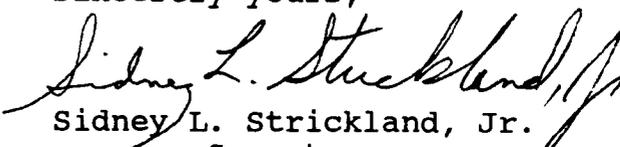
OFFICE OF THE SECRETARY

Mark T McEnroe
Morgan Lewis & Bockius
101 Park Avenue
New York, N.Y. 10178

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/30/91 at 12:35pm, and assigned recordation number(s). 17109-D & 17108-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

LEASE SUPPLEMENT NO. 2

1710918
JAN 30 1991 -12 35 PM
INTERSTATE COMMERCE COMMISSION

This LEASE 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. 1990-2 (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. 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.

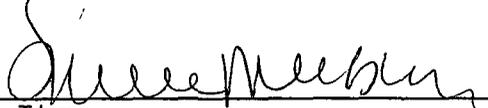
3. This Lease Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.

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.
1990-2

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:

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 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.

Notary Public

[NOTARIAL SEAL]
My commission expires:

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

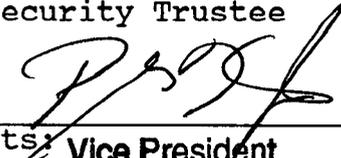
By: _____
Its: _____

[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

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.

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

Pearle E. Kotter
Notary Public

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

DESCRIPTION OF ITEMS OF EQUIPMENT TO BE LEASED

341 aluminum bodied rotary dump high side gondola railcars, DEEX Numbers 4604, 4610, 4659, 4697, 4756, 4797 through 4798, 4801, 4803, 4805, 4815, 4820, 4836, 4845, 4846, 4863, 4866, 4869 through 4871, 4874, 4876 through 4877, 4879, 4848 through 4850, 4853 through 4854, 4856, 4859 through 4860, 4863, 4866, 4868, 4869 through 4871, 4874, 4876 through 4877, 4879, 4880 through 4881, 4883 through 4885, 4887 through 4894, 4899 through 4905, 4908 through 5000, and 5153 through 5338, manufactured by Thrall Car Manufacturing Company.

**SCHEDULE A
(To Equipment Lease)**

DEC Trust 1990-2