

MORGAN, LEWIS & BOCKIUS

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RECORDED NO 17109-  
FILED 108

JAN 30 1991 -12 12 PM

WASHINGTON  
NEW YORK  
HARRISBURG  
SAN DIEGO  
BRUSSELS  
TOKYO

INTERSTATE COMMERCE COMMISSION  
1-630A021

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

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

*Handwritten signatures and notes on the left margin.*

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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:

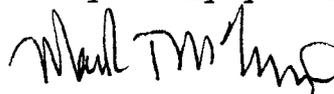
341 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4604, 4610, 4659, 4697, 4756, 4797 through 4798, 4801, 4803, 4805, 4815, 4820, 4836, 4845, 4846, 4863, 4866, 4869 through 4871, 4874, 4876 through 4877, 4879, 4848 through 4850, 4853 through 4854, 4856, 4859 through 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

REGISTRATION NO. 17109  
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. 1990-2 (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.

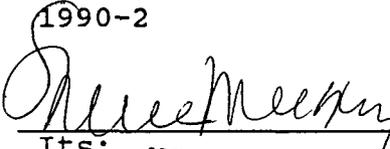
3. This Security Agreement-Trust Deed Supplement shall be construed in connection with and as a part of the Security Agreement, and all terms, conditions and covenants contained in the Security Agreement, except as herein modified, shall be and remain in full force and effect.

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.  
1990-2

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 25<sup>th</sup> 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

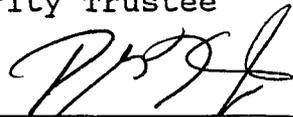
not individually but solely as  
trustee under DEC Trust No.  
1990-2

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.

Saverio L. King  
Notary Public

[NOTARIAL SEAL]  
My commission expires:

DAVID L. KING  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1992

**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 1**  
**(To Security Agreement - Trust Deed)**

**DEC Trust 1990-2**