

MORGAN, LEWIS & BOCKIUS

PHILADELPHIA  
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FRANKFURT

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WASHINGTON  
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TOKYO

RECORDED TO 17109-11  
MAR 12 1991 2:05 PM

1-071A053

17109-F

MARK T. MOORE  
DIAL DIRECT (212) 309-6336

March 11, 1991

RECORDED TO 17109-11  
MAR 12 1991 2:05 PM

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

INTERSTATE COMMERCE COMMISSION

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 March 11, 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 March 11, 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

*Clare...*  
*Naren...*

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MAR 12 1991 2:59 PM

Noreta R. McGee  
January 30, 1991  
Page 2

A description of the equipment covered by the documents follows:

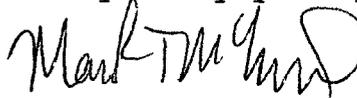
341 aluminum bodied rotary dump high side gondola railcars, identification numbers DEEX 4604, 4610, 4659, 4697, 4756, 4797 through 4798, 4801, 4803, 4805, 4815, 4820, 4836, 4845 through 4846, 4848 through 4850, 4853 through 4854, 4856, 4859 through 4860, 4863, 4866, 4868 through 4871, 4874, 4876, 4879, 4880 though 4881, 4883 through 4885, 4887 through 4893, 4899 through 4905, 4908 through 4982, 4984 through 5000, and 5153 through 5163, 5165 through 5170, 5173 through 5230, 5232 through 5240, 5242 through 5243, 5245 through 5246, 5248 through 5253, 5255 through 5324, 5329, 5331 through 5338, 5340, 5345 through 5347, 5349 through 5350, 5352, 5355 through 5364, 5366 through 5373 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 March 11, 1991 and covering 341 high side gondola railcars.
2. A supplement to Security Agreement-Trust Deed with Recordation No. 17109A dated March 11, 1991 and covering 341 high side gondola railcars.

Very truly yours,



Mark T. McEnroe

/ggg  
Enclosure

Interstate Commerce Commission  
Washington, D.C. 20423

3/12/91

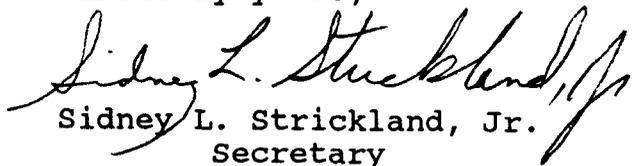
OFFICE OF THE SECRETARY

Mark T. McEnroe  
Morgan ,Lewis & Rockius  
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 3/12/91 at 2:05pm , and assigned recordation number(s). 17107-D & 17107-E, 17109-F & 17109-G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17109F

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INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3

This LEASE SUPPLEMENT NO. 3, dated as of March 11, 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. 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: F. W. Kawam  
Its: **F. W. Kawam, Vice President**

[SEAL]  
ATTEST:  
[Signature]  
Its: **SANDY LAMARR CODY**  
**ASSISTANT SECRETARY**

THE DETROIT EDISON COMPANY

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

[SEAL]  
ATTEST:  
\_\_\_\_\_  
Its: \_\_\_\_\_

Consented to as of the date first above written.

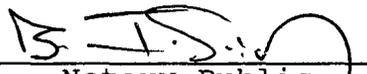
THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

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

[SEAL]  
ATTEST:  
\_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) SS  
COUNTY OF HARTFORD )

On this 5th day of March, 1991, before me personally appeared F.W. KAWAM and SANDY LAMARR CODY, to me personally known, who being by me duly sworn, say that they are the Vice President and Assistant Secretary 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:  
~~My Commission Expires Mar. 31, 1994~~

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: *A. J. Howlin*  
Its: *Director - Finance &  
Investor Relations*

[SEAL]  
ATTEST:

*Charles W. Gaffney*  
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 )

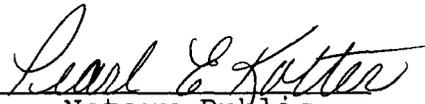
On this \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are the \_\_\_\_\_ and \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut, National Association, that one of the seals affixed 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 )  
 ) SS  
COUNTY OF )

On this 6 day of March, 1991, before me personally appeared T. J. Howlin and Elaine M. Godfrey, to me personally known, who being by me duly sworn, say that they are the Director-Finance & Investor 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.

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

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

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

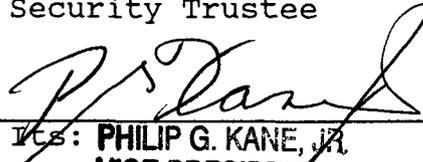
By: \_\_\_\_\_  
Its:

[SEAL]  
ATTEST:

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

Consented to as of the date first above written.

THE CONNECTICUT NATIONAL BANK, as  
Security Trustee

By:   
\_\_\_\_\_  
Its: PHILIP G. KANE, JR.  
VICE PRESIDENT

[SEAL]  
ATTEST:

  
\_\_\_\_\_  
Its: TRUST OFFICER

**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 through 4846, 4848 through 4850, 4853 through 4854, 4856, 4859 through 4860, 4863, 4866, 4868 through 4871, 4874, 4876, 4879, 4880 though 4881, 4883 through 4885, 4887 through 4893, 4899 through 4905, 4908 through 4982, 4984 through 5000, and 5153 through 5163, 5165 through 5170, 5173 through 5230, 5232 through 5240, 5242 through 5243, 5245 through 5246, 5248 through 5253, 5255 through 5324, 5329, 5331 through 5338, 5340, 5345 through 5347, 5349 through 5350, 5352, 5355 through 5364, 5366 through 5373 manufactured by Thrall Car Manufacturing Company.

**SCHEDULE A  
(To Equipment Lease)**

**DEC Trust 1990-2**