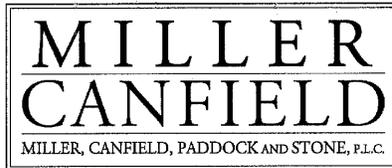


Founded in 1852  
by Sidney Davy Miller

**150**  
YEARS  
1852-2002

**STEVEN M. FRANK**  
TEL: (313) 496-7503  
FAX: (313) 496-8451  
E-MAIL: frank@millercanfield.com



150 West Jefferson, Suite 2500  
Detroit, Michigan 48226  
TEL: (313) 963-6420  
FAX: (313) 496-7500  
[www.millercanfield.com](http://www.millercanfield.com)

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October 23, 2002

*Via Hand Delivery*

RECORDATION NO. 5485-BBBB FILED

OCT 23 '02 3-08 PM

SURFACE TRANSPORTATION BOARD

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301, we submit herewith for recording with the Surface Transportation Board an original and one copy of the document described below.

This document is a supplemental indenture, a "secondary document," dated as of September 17, 2002. The primary document to which this is related is the Mortgage and Deed of Trust dated as of October 1, 1924, which was most recently supplemented with a document assigned the recordation number 5485-AAAAA. We request that this assignment be cross-indexed.

The names and addresses of the parties related to the document are as follows:

Mortgagor  
The Detroit Edison Company  
2000 Second Avenue  
Detroit, Michigan 48226

Mortgagee  
First Chicago Trust Company of New York  
14 Wall Street  
New York, New York 10005

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Vernon A. Williams, Secretary

-2-

October 23, 2002

Successor Mortgagee  
Bank One, National Association  
153 W. 51<sup>st</sup> Street  
New York, New York 10019

The recordation fee of \$30.00 is enclosed. After recordation, please return the counterparts not needed by the Board for recordation, stamped with the Board's recordation date, to the undersigned at the above address.

*This document should be recorded prior to the recordation of the supplemental indenture dated as of October 15, 2002, which is being delivered to you under separate cover of even date herewith.*

A short summary of the document for use in the index follows:

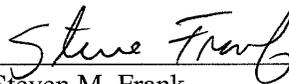
A supplement to the original Mortgage and Deed of Trust dated October 1, 1924, providing for reconfirmation of obligations under Article XIII, recording and filing data, and an amendment to Article XIII, Section 3.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By:

  
\_\_\_\_\_  
Steven M. Frank

Enclosure

c: Patrick F. McGow, Esq.

5485-BBBBB

RECORDATION NO. \_\_\_\_\_ FILED

OCT 23 '02 3-08 PM

SURFACE TRANSPORTATION BOARD

THE DETROIT EDISON COMPANY  
(2000 2<sup>nd</sup> Avenue  
Detroit, Michigan 48226)

Issuer

TO

FIRST CHICAGO TRUST COMPANY OF NEW YORK  
(153 West 51st Street  
New York, New York 10019)

As Trustee

---

**INDENTURE**

Dated as of September 17, 2002

Supplemental to Mortgage and Deed of Trust  
Dated as of October 1, 1924

Providing for

- (a) Reconfirmation of obligations under Article XIII
- (b) Recording and Filing Data
- (c) Amendment of Article XIII, Section 3

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\* This Table of Contents shall not have any bearing upon the interpretation of any of the terms or provisions of this Indenture.

**Parties.**

**SUPPLEMENTAL INDENTURE**, dated as of September 17, 2002 among THE DETROIT EDISON COMPANY, a corporation organized and existing under the laws of the State of Michigan and a transmitting utility (hereinafter called the "Company" or "Issuer"), and FIRST CHICAGO TRUST COMPANY OF NEW YORK, a trust company organized and existing under the laws of the State of New York, having its corporate trust office at 153 West 51st Street, in the Borough of Manhattan, The City and State of New York, as Prior Trustee (hereinafter called the "Prior Trustee" or "FCTCNY") under the Mortgage and Deed of Trust dated as of October 1, 1924 as supplemented and amended from time to time, and BANK ONE, NATIONAL ASSOCIATION, a national banking association organized under the laws of the United States of America (hereinafter called the "Successor" or "Successor Trustee").

**Original Indenture and Supplementals.**

WHEREAS, the Company has heretofore executed and delivered its Mortgage and Deed of Trust (hereinafter referred to as the "Original Indenture"), dated as of October 1, 1924, to the Prior Trustee, for the security of all bonds of the Company outstanding thereunder, and pursuant to the terms and provisions of the Original Indenture, indentures dated as of, respectively, June 1, 1925, August 1, 1927, February 1, 1931, June 1, 1931, October 1, 1932, September 25, 1935, September 1, 1936, November 1, 1936, February 1, 1940, December 1, 1940, September 1, 1947, March 1, 1950, November 15, 1951, January 15, 1953, May 1, 1953, March 15, 1954, May 15, 1955, August 15, 1957, June 1, 1959, December 1, 1966, October 1, 1968, December 1, 1969, July 1, 1970, December 15, 1970, June 15, 1971, November 15, 1971, January 15, 1973, May 1, 1974, October 1, 1974, January 15, 1975, November 1, 1975, December 15, 1975, February 1, 1976, June 15, 1976, July 15, 1976, February 15, 1977, March 1, 1977, June 15, 1977, July 1, 1977, October 1, 1977, June 1, 1978, October 15, 1978, March 15, 1979, July 1, 1979, September 1, 1979, September 15, 1979, January 1, 1980, April 1, 1980, August 15, 1980, August 1, 1981, November 1, 1981, June 30, 1982, August 15, 1982, June 1, 1983, October 1, 1984, May 1, 1985, May 15, 1985, October 15, 1985, April 1, 1986, August 15, 1986, November 30, 1986, January 31, 1987, April 1, 1987, August 15, 1987, November 30, 1987, June 15, 1989, July 15, 1989, December 1, 1989, February 15, 1990, November 1, 1990, April 1, 1991, May 1, 1991, May 15, 1991, September 1, 1991, November 1, 1991, January 15, 1992, February 29, 1992, April 15, 1992, July 15, 1992, July 31, 1992, November 30, 1992, December 15, 1992, January 1, 1993, March 1, 1993, March 15, 1993, April 1, 1993, April 26, 1993, May 31, 1993, June 30, 1993, June 30, 1993,

September 15, 1993, March 1, 1994, June 15, 1994, August 15, 1994, December 1, 1994, August 1, 1995, August 1, 1999, August 15, 1999, January 1, 2000, April 15, 2000, August 1, 2000, March 15, 2001, May 1, 2001, August 15, 2001, and September 15, 2001 supplemental to the Original Indenture, have heretofore been entered into between the Company and the Prior Trustee (the Original Indenture and all indentures supplemental thereto together being hereinafter sometimes referred to as the "Indenture"); and

**Bonds heretofore issued.**

WHEREAS, Bonds in the principal amount of Nine billion, nine hundred thirty-six million three hundred seventy-two thousand dollars (\$9,936,372,000) have heretofore been issued under the indenture as follows, viz:

(1)	Bonds of Series A	— Principal Amount \$26,016,000,
(2)	Bonds of Series B	— Principal Amount \$23,000,000,
(3)	Bonds of Series C	— Principal Amount \$20,000,000,
(4)	Bonds of Series D	— Principal Amount \$50,000,000,
(5)	Bonds of Series E	— Principal Amount \$15,000,000,
(6)	Bonds of Series F	— Principal Amount \$49,000,000,
(7)	Bonds of Series G	— Principal Amount \$35,000,000,
(8)	Bonds of Series H	— Principal Amount \$50,000,000,
(9)	Bonds of Series I	— Principal Amount \$60,000,000,
(10)	Bonds of Series J	— Principal Amount \$35,000,000,
(11)	Bonds of Series K	— Principal Amount \$40,000,000,
(12)	Bonds of Series L	— Principal Amount \$24,000,000,
(13)	Bonds of Series M	— Principal Amount \$40,000,000,
(14)	Bonds of Series N	— Principal Amount \$40,000,000,
(15)	Bonds of Series O	— Principal Amount \$60,000,000,
(16)	Bonds of Series P	— Principal Amount \$70,000,000,
(17)	Bonds of Series Q	— Principal Amount \$40,000,000,
(18)	Bonds of Series W	— Principal Amount \$50,000,000,
(19)	Bonds of Series AA	— Principal Amount \$100,000,000,
(20)	Bonds of Series BB	— Principal Amount \$50,000,000,
(21)	Bonds of Series CC	— Principal Amount \$50,000,000,
(22)	Bonds of Series UU	— Principal Amount \$100,000,000,
(23-31)	Bonds of Series DDP Nos. 1-9	— Principal Amount \$14,305,000,
(32-45)	Bonds of Series FFR Nos. 1-14	— Principal Amount \$45,600,000,
(46-67)	Bonds of Series GGP Nos. 1-22	— Principal Amount \$42,300,000,
(68)	Bonds of Series HH	— Principal Amount \$50,000,000,
(69-90)	Bonds of Series IIP Nos. 1-22	— Principal Amount \$3,750,000,
(91-98)	Bonds of Series JJP Nos. 1-8	— Principal Amount \$6,850,000,
(99-107)	Bonds of Series KKP Nos. 1-9	— Principal Amount \$34,890,000,
(108-122)	Bonds of Series LLP Nos. 1-15	— Principal Amount \$8,850,000,
(123-143)	Bonds of Series NNP Nos. 1-21	— Principal Amount \$47,950,000,
(144-161)	Bonds of Series OOP Nos. 1-18	— Principal Amount \$18,880,000,

(162-180)	Bonds of Series QQP Nos. 1-19	— Principal Amount \$13,650,000,
(181-195)	Bonds of Series TTP Nos. 1-15	— Principal Amount \$3,800,000,
(196)	Bonds of 1980 Series A	— Principal Amount \$50,000,000,
(197-221)	Bonds of 1980 Series CP Nos. 1-25	— Principal Amount \$35,000,000,
(222-232)	Bonds of 1980 Series DP Nos. 1-11	— Principal Amount \$10,750,000,
(233-248)	Bonds of 1981 Series AP Nos. 1-16	— Principal Amount \$124,000,000,
(249)	Bonds of 1985 Series A	— Principal Amount \$35,000,000,
(250)	Bonds of 1985 Series B	— Principal Amount \$50,000,000,
(251)	Bonds of Series PP	— Principal Amount \$70,000,000,
(252)	Bonds of Series RR	— Principal Amount \$70,000,000,
(253)	Bonds of Series EE	— Principal Amount \$50,000,000,
(254-255)	Bonds of Series MMP and MMP No. 2	— Principal Amount \$5,430,000,
(256)	Bonds of Series T	— Principal Amount \$75,000,000,
(257)	Bonds of Series U	— Principal Amount \$75,000,000,
(258)	Bonds of 1986 Series B	— Principal Amount \$100,000,000,
(259)	Bonds of 1987 Series D	— Principal Amount \$250,000,000,
(260)	Bonds of 1987 Series E	— Principal Amount \$150,000,000,
(261)	Bonds of 1987 Series C	— Principal Amount \$225,000,000,
(262)	Bonds of Series V	— Principal Amount \$100,000,000,
(263)	Bonds of Series SS	— Principal Amount \$150,000,000,
(264)	Bonds of 1980 Series B	— Principal Amount \$100,000,000,
(265)	Bonds of 1986 Series C	— Principal Amount \$200,000,000,
(266)	Bonds of 1986 Series A	— Principal Amount \$200,000,000,
(267)	Bonds of 1987 Series B	— Principal Amount \$175,000,000,
(268)	Bonds of Series X	— Principal Amount \$100,000,000,
(269)	Bonds of 1987 Series F	— Principal Amount \$200,000,000,
(270)	Bonds of 1987 Series A	— Principal Amount \$300,000,000,
(271)	Bonds of Series Y	— Principal Amount \$60,000,000,
(272)	Bonds of Series Z	— Principal Amount \$100,000,000,
(273)	Bonds of 1989 Series A	— Principal Amount \$300,000,000,
(274)	Bonds of 1984 Series AP	— Principal Amount \$2,400,000,
(275)	Bonds of 1984 Series BP	— Principal Amount \$7,750,000,
(276)	Bonds of Series R	— Principal Amount \$100,000,000,
(277)	Bonds of Series S	— Principal Amount \$150,000,000,
(278)	Bonds of 1993 Series D	— Principal Amount \$100,000,000,
(279)	Bonds of 1992 Series E	— Principal Amount \$50,000,000,
(280)	Bonds of 1993 Series B	— Principal Amount \$50,000,000,
(281)	Bonds of 1989 Series BP	— Principal Amount \$66,565,000,
(282)	Bonds of 1990 Series A	— Principal Amount \$194,649,000,
(283)	Bonds of 1993 Series G	— Principal Amount \$225,000,000,
(284)	Bonds of 1993 Series K	— Principal Amount \$160,000,000,
(285)	Bonds of 1991 Series EP	— Principal Amount \$41,480,000,
(286)	Bonds of 1993 Series H	— Principal Amount \$50,000,000,
(287)	Bonds of 1999 Series D	— Principal Amount \$40,000,000,
(288)	Bonds of 1991 Series FP	— Principal Amount \$98,375,000,

all of which have either been retired and cancelled, or no longer represent obligations of the Company, having been called for redemption and funds necessary to effect the payment, redemption and retirement thereof having been deposited with the Trustee as a special trust fund to be applied for such purpose;

(289-294) Bonds of Series KKP Nos. 10-15 in the principal amount of One hundred seventy-nine million five hundred ninety thousand dollars (\$179,590,000), of which Ninety million four hundred ninety thousand dollars (\$90,490,000) principal amount have heretofore been retired and Eighty-nine million one hundred thousand dollars (\$89,100,000) principal amount are outstanding at the date hereof;

(295) Bonds of 1990 Series B in the principal amount of Two hundred fifty-six million nine hundred thirty-two thousand dollars (\$256,932,000) of which One hundred twenty-three million seven hundred and eight thousand dollars (\$123,708,000) principal amount have heretofore been retired and One hundred thirty-three million two hundred twenty-four thousand dollars (\$133,224,000) principal amount are outstanding at the date hereof;

(296) Bonds of 1990 Series C in the principal amount of Eighty-five million four hundred seventy-five thousand dollars (\$85,475,000) of which Forty-four million four hundred forty-seven thousand dollars (\$44,447,000) principal amount have heretofore been retired and Forty-one million twenty eight thousand dollars (\$41,028,000) principal amount are outstanding at the date hereof;

(297) Bonds of 1991 Series AP in the principal amount of Thirty-two million three hundred seventy-five thousand dollars (\$32,375,000), all of which are outstanding at the date hereof;

(298) Bonds of 1991 Series BP in the principal amount of Twenty-five million nine hundred ten thousand dollars (\$25,910,000), all of which are outstanding at the date hereof;

(299) Bonds of 1991 Series CP in the principal amount of Thirty-two million eight hundred thousand dollars (\$32,800,000), all of which are outstanding at the date hereof;

(300) Bonds of 1991 Series DP in the principal amount of Thirty-seven million six hundred thousand dollars (\$37,600,000), all of which are outstanding at the date hereof;

(301) Bonds of 1992 Series BP in the principal amount of Twenty million nine hundred seventy-five thousand dollars (\$20,975,000), all of which are outstanding at the date hereof;

(302) Bonds of 1992 Series AP in the principal amount of Sixty-six million dollars (\$66,000,000), all of which are outstanding at the date hereof;

(303) Bonds of 1992 Series D in the principal amount of Three hundred million dollars (\$300,000,000), of which One hundred sixty-six million four hundred ninety-five thousand dollars (\$166,495,000) principal amount have heretofore been retired and One hundred thirty-three million five hundred five thousand dollars (\$133,505,000) principal amount are outstanding at the date hereof;

(304) Bonds of 1992 Series CP in the principal amount of Thirty-five million dollars (\$35,000,000), all of which are outstanding at the date hereof;

(305) Bonds of 1989 Series BP No. 2 in the principal amount of Thirty-six million dollars (\$36,000,000), all of which are outstanding at the date hereof;

(306) Bonds of 1993 Series C in the principal amount of Two hundred twenty-five million dollars (\$225,000,000), of which One hundred fifty-five million eight hundred fifty thousand dollars (\$155,850,000) principal amount have heretofore been retired and Sixty-nine million one hundred fifty thousand dollars (\$69,150,000) principal amount are outstanding at the date hereof;

(307) Bonds of 1993 Series E in the principal amount of Four hundred million dollars (\$400,000,000), of which Two hundred fifty-eight million one hundred twenty-five thousand dollars (\$258,125,000) principal amount have heretofore been retired and One hundred forty-one million eight hundred seventy-five thousand dollars (\$141,875,000) principal amount are outstanding at the date hereof;

(308) Bonds of 1993 Series FP in the principal amount of Five million six hundred eighty-five thousand dollars (\$5,685,000), all of which are outstanding at the date hereof;

(309) Bonds of 1993 Series J in the principal amount of Three hundred million dollars (\$300,000,000), of which One hundred ninety-seven million three hundred ninety-five thousand dollars (\$197,395,000) principal amount have heretofore been retired and One hundred two million six hundred and five thousand dollars (\$102,605,000) principal amount are outstanding at the date hereof;

(310) Bonds of 1993 Series IP in the principal amount of Five million eight hundred twenty-five thousand dollars (\$5,825,000), all of which are outstanding at the date hereof;

(311) Bonds of 1993 Series AP in the principal amount of Sixty-five million dollars (\$65,000,000), all of which are outstanding at the date hereof;

(312) Bonds of 1994 Series AP in the principal amount of Seven million five hundred thirty-five thousand dollars (\$7,535,000), all of which are outstanding at the date hereof;

(313) Bonds of 1994 Series BP in the principal amount of Twelve million nine hundred thirty-five thousand dollars (\$12,935,000), all of which are outstanding at the date hereof;

(314) Bonds of 1994 Series C in the principal amount of Two hundred million dollars (\$200,000,000), all of which are outstanding at the date hereof;

(315) Bonds of 1994 Series DP in the principal amount of Twenty-three million seven hundred thousand dollars (\$23,700,000), all of which are outstanding at the date hereof;

(316) Bonds of 1995 Series AP in the principal amount of Ninety-seven million dollars (\$97,000,000), all of which are outstanding at the date hereof;

(317) Bonds of 1995 Series BP in the principal amount of Twenty-two million, one hundred seventy-five thousand dollars (\$22,175,000), all of which are outstanding at the date hereof;

(318) Bonds of 1999 Series AP in the principal amount of One hundred eighteen million three hundred sixty thousand dollars (\$118,360,000), all of which are outstanding at the date hereof;

(319) Bonds of 1999 Series BP in the principal amount of Thirty-nine million seven hundred forty-five thousand dollars (\$39,745,000), all of which are outstanding of the date hereof;

(320) Bonds of 1999 Series CP in the principal amount of Sixty-six million five hundred sixty-five thousand dollars (\$66,565,000), all of which are outstanding at the date hereof; and

(321) Bonds of 2000 Series A in the principal amount of Two Hundred Twenty million dollars (\$220,000,000) of which One hundred twenty-three million eight hundred ninety-five thousand dollars (\$123,895,000 principal amount have heretofore been retired and Seventy-six million one hundred five thousand dollars (\$76,105,000) principal amount are outstanding at the date thereof;

(322) Bonds of 2000 Series B in the principal amount of Fifty million seven hundred forty-five thousand dollars (\$50,745,000), all of which are outstanding at the date hereof;

(323) Bonds of 2001 Series AP in the principal amount of Thirty-one million (\$31,000,000), all of which are outstanding at the date hereof;

(324) Bonds of 2001 Series BP in the principal amount of Eighty-two million three hundred fifty thousand (\$82,350,000), all of which are outstanding at the date hereof;

(325) Bonds of 2001 Series CP in the principal amount of One hundred thirty-nine million eight hundred fifty-five thousand dollars (\$139,855,000), all of which are outstanding at the date hereof; and

(326) Bonds of 2001 Series D in the principal amount of Two hundred million dollars (\$200,000,000) all of which are outstanding at the date hereof;

(327) Bonds of 2001 Series E in the principal amount of Five hundred million dollars (\$500,000,000) all of which are outstanding at the date hereof; and

accordingly, the Company has issued and has presently outstanding Two billion six hundred forty-one million seven hundred twenty-seven thousand dollars (\$2,641,727,000) aggregate principal amount of its General and Refunding Mortgage Bonds (the "Bonds") at the date hereof; and

**Reason for  
Supplemental  
Indenture.**

WHEREAS, THE DETROIT EDISON COMPANY, First Chicago Trust Company of New York, and Bank One, National Association desire to amend Article XIII, Section 3, of the Original Indenture to modify the requirement as to the trustee's Manhattan office; and

**Further  
Assurance.**

WHEREAS, THE DETROIT EDISON COMPANY, First Chicago Trust Company of New York, and Bank One, National Association entered into an Instrument of Resignation, Appointment and Acceptance dated September 17, 2002 in order to appoint a successor trustee pursuant to Article XIII of the Indenture; and

**Authorization of  
Supplemental  
Indenture.**

WHEREAS, THE Original Indenture, by its terms, includes in the property subject to the lien thereof all of the estates and properties, real, personal and mixed, rights, privileges and franchises of every nature and kind and wheresoever situate, then or thereafter owned or possessed by or belonging to THE DETROIT EDISON COMPANY or to which it was then or at any time thereafter might be entitled in law or in equity (saving and excepting, however, the property therein specifically excepted or released from the lien thereof), and the Original Indenture provides that upon reasonable request, the Company execute and deliver such further instruments as may be necessary or proper for the better assuring and confirming unto a successor trustee, including the Successor Trustee all or any part of the trust estate, whether then or thereafter owned or acquired by THE DETROIT EDISON COMPANY (saving and excepting, however, property specifically excepted or released from the lien thereof); and

**Consideration for  
Supplemental  
Indenture.**

WHEREAS, the Company in the exercise of the powers and authority conferred upon and reserved to it under and by virtue of the provisions of the Indenture, and pursuant to resolutions of its Board of Directors has duly resolved and determined to make, execute and deliver to the Successor Trustee this supplemental indenture in the form hereof for the purposes herein provided; and

WHEREAS, all conditions and requirements necessary to make this supplemental Indenture a valid and legally binding instrument in accordance with its terms have been done, performed and fulfilled, and the execution and delivery hereof have been in all respects duly authorized.

**Resignation of Prior  
Trustee and  
Appointment of  
Successor Trustee.**

NOW, THEREFORE, THIS INDENTURE WITNESSETH: The Detroit Edison Company, in consideration of the premises and of the covenants contained in the Indenture and of the sum of One Dollar (\$1.00) and other good and valuable consideration to it duly paid by the Successor Trustee at on or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, hereby covenants and agrees to and with the Prior Trustee and the Successor Trustee under the Original Indenture and in said indentures supplemental thereto as follows:

**Part I.**

Amendment of Article XIII, Section 3 of the Indenture pursuant to Article XVI, Section 1.

SECTION 1. Article XIII, Section 3 is hereby amended as follows:

In case at any time the Trustee shall resign, or shall be removed or be dissolved or otherwise shall become incapable of acting, or in case control of the Trustee or of its officers shall be taken over by any public officer or officers, a successor trustee may be appointed by the holders of a majority in principal amount of the bonds hereby secured and at the time outstanding, by an instrument or concurrent instruments in writing signed in duplicate by such holders, and filed, one copy with the Company and the other with the successor trustee; but until a successor trustee shall be so appointed by the bondholders as herein authorized, the Company, by an instrument in writing, executed by order of its Board of Directors, may in any such case appoint a successor trustee. After any such appointment by the Company, it shall forthwith cause notice to be published once in each week for two successive weeks, in a daily newspaper of general circulation published in the Borough of Manhattan, City and State of New York, and in one daily newspaper of general circulation published in the City of Detroit, Michigan, but any successor trustee appointed by

the Company shall, immediately and without further act, be superseded by a successor trustee appointed by the bondholders in the manner above prescribed, provided that such appointment be made prior to the expiration of one year from the date of the first publication of such notice by the Company. Every such successor trustee appointed by the bondholders or by the Company, in succession to the party of the second part as its successor in the trust hereunder shall always be a trust company or a national banking association in good standing, having an office in the Borough of Manhattan, City and State of New York, and having a capital and surplus aggregating not less than five million dollars, if there be such a trust company or national banking association willing and able to accept the trust upon reasonable or customary terms.

## Part II.

### Reconfirmation of Obligations of the Company Under and by Virtue of the Indenture Pursuant To Article XIII of the Indenture

SECTION 1. The Company is a party to an Instrument of Resignation, Appointment and Acceptance dated as of September 17, 2002, as set forth in relevant part below (the "Instrument"). The Instrument was entered into the 17th day of September, 2002, among the Company, the Prior Trustee and the Successor Trustee. All capitalized terms used herein and not otherwise defined shall have the meaning attributed to them in the Indenture.

WHEREAS, Article XIII, Section 1 of the Indenture provides that FCTCNY may resign at any time and be discharged of the trust created by the Indenture by giving written notice thereof to the Issuer and by issuing a notice of resignation to the holders of the Bonds; and

WHEREAS, FCTCNY, pursuant to the provision of Article XIII, Section 1 of the Indenture, gave written notice of its resignation to the Issuer, and the notice of resignation by FCTCNY as Trustee will be promptly mailed thereafter to the holders of the Bonds and published in accordance with the provisions of the Indenture; and

WHEREAS, THE RESIGNATION BY FCTCNY created a vacancy in the office of the Trustee; and

WHEREAS, Article XIII, Section 3 of the Indenture further provides that the Issuer shall promptly appoint a successor Trustee to fill a vacancy in the office of Trustee under the Indenture; and

WHEREAS, the Issuer desired to appoint Successor, as successor Trustee under the Indenture; and

WHEREAS, Successor was willing to accept such appointment as successor Trustee on the terms and conditions set forth in the Instrument and under the Indenture.

NOW THEREFORE, pursuant to the provisions of the Indenture and in consideration of the covenants in the Instrument, it was agreed among the Issuer, FCTCNY and Successor as follows:

1. FCTCNY resigned as Trustee pursuant to the provisions of Article XIII, Section 1 of the Mortgage and Deed of Trust dated as of October 1, 1924 (as supplemented and amended from time to time.)
2. The Issuer accepted the resignation of FCTCNY as Trustee and, pursuant to the authority vested in it by Article XIII, Section 3 of the Indenture and by resolution of its Board of Directors dated June 27, 2002, appointed Successor, as successor Trustee under the Indenture, with all the estates, properties, rights, powers, trusts, duties and obligations heretofore vested in FCTCNY as Trustee under the Indenture, and designated the Corporate Trust Office of Successor presently located at 1 Bank One Plaza, Suite IL1-0823, Chicago, Illinois 60670-0823, and at 55 Water Street, 1st Floor, New York, New York 10041 as the office or agency of the Issuer in New York, New York where the bonds may be presented for payment, registration, transfer and exchange and as the office where notices and demands to or upon the Issuer in respect of the Indenture or Bonds may be served. FCTCNY's resignation as Trustee and Successor's appointment and acceptance as successor Trustee, became effective as of September 17, 2002.
3. The Issuer represented and warranted that:
  - (a) it is validly organized and existing under the laws of the state of its incorporation;
  - (b) the Instrument has been duly authorized, executed and delivered on behalf of the Issuer and constitutes a legal, valid and binding obligation;

**Effectiveness of  
Appointment.**

**Reconfirmation of  
Company Obligations.**

- (c) the Bonds were validly and lawfully issued;
- (d) it has performed or fulfilled each covenant, agreement and condition on its part to be performed or fulfilled under the Indenture;
- (e) it has no knowledge of the existence of any default, or any Event of Default (as defined in the Indenture), or any event, which upon notices or passage of time of both would become an Event of Default, under the Indenture;
- (f) it has not appointed any registrar or paying agents under the Indenture other than FCTCNY;
- (g) it will continue to perform the obligations undertaken by it under the Indenture; and
- (h) it has mailed or will cause to be mailed to each Bondholder and published a Notice of Appointment of Successor Trustee in accordance with the provisions of the Indenture.

4. FCTCNY represented and warranted to Successor that it has made, or promptly will make available to Successor documents in its possession relating to the trust created by the Indenture reasonably requested by Successor.

5. Successor represented that it is qualified to act as Trustee under the provisions of the Indenture and that this Instrument has been duly authorized, executed and delivered on behalf of Successor and constitutes its legal, valid and binding obligation.

6. Successor accepted its appointment as successor Trustee under the Indenture and accepts the trust created thereby, and assumes all rights, powers, duties and obligations of the Trustee under the Indenture. Successor will perform said trust and will exercise said rights, powers, duties, and obligations upon the terms and conditions set forth in the Indenture.

7. Successor accepted the designation of its Corporate Trust Office as the office or agency of the Issuer in New York, New York, where the Bonds may be presented for payment, registration, transfer and exchange and as the office where notices and demands to or upon the Issuer in respect of the Indenture or the Bonds may be served.

8. Pursuant to the written request of Successor and the Issuer hereby made, FCTCNY confirms, assigns, transfers and sets over to Successor, as successor Trustee under the Indenture, upon the trust expressed in the Indenture any and all moneys and all the rights, powers, trusts, duties and obligations which FCTCNY held under and by virtue of the Indenture.

9. The Issuer, and FCTCNY hereby agree, that upon the request of Successor, to execute, acknowledge and deliver such further instruments of conveyance and assurance and to do such other things as may be required for more fully and certainly vesting and confirming in Successor all of the properties, rights, powers, duties and obligations of Successor as Trustee under the Indenture.

10. The Instrument did not constitute a waiver or assignment by FCTCNY of any compensation, reimbursement, expenses or indemnity to which it is or may be entitled pursuant to the Indenture. The Issuer acknowledged such obligations pursuant to the terms of the Indenture.

11. The effect and meaning of the Instrument and the rights of all parties thereunder would be governed by, and construed in accordance with, the laws of the State of New York without regard to the conflict-of-law principles of the law of such state that would require the application of the laws of a jurisdiction other than such state.

12. The Instrument could be simultaneously executed in any number of counterparts. Each such counterpart so executed would be deemed to be an original, but all together would constitute but one and the same instrument.

SECTION 2. All conditions set forth in the Instrument and the appointment of the Successor Trustee became effective as of September 17, 2002.

SECTION 3. Now, therefore in conformity with the Instrument, the Company hereby expressly reconfirms its obligations under and by virtue of the Indenture with respect to, and assumes, to the extent required by, pursuant to, and solely for the purposes of Article XIII of the Indenture, the due and punctual payment of the principal and interest and other amounts payable of all Bonds secured by the Indenture and outstanding at the date hereof, or hereafter to be issued, according to their tenor and the due and punctual performance and observance of all the covenants and conditions of the Indenture, and of any and all indentures supplemental thereto.

**PART II.****RECORDING AND FILING DATA****Recording and filing of Original Indenture.**

The Original Indenture and indentures supplemental thereto have been recorded and/or filed and Certificates of Provision for Payment have been recorded as hereinafter set forth.

The Original Indenture has been recorded as a real estate mortgage and filed as a chattel mortgage in the offices of the respective Registers of Deeds of certain counties in the State of Michigan as set forth in the Supplemental Indenture dated as of September 1, 1947, has been recorded as a real estate mortgage in the office of the Register of Deeds of Genesee County, Michigan as set forth in the Supplemental Indenture dated as of May 1, 1974, has been filed in the Office of the Secretary of State of Michigan on November 16, 1951 and has been filed and recorded in the office of the Interstate Commerce Commission on December 8, 1969.

**Recording and filing of Supplemental Indentures.**

Pursuant to the terms and provisions of the Original Indenture, indentures supplemental thereto heretofore entered into have been recorded as a real estate mortgage and/or filed as a chattel mortgage or as a financing statement in the offices of the respective Registers of Deeds of certain counties in the State of Michigan, the Office of the Secretary of State of Michigan and the Office of the Interstate Commerce Commission, as set forth in supplemental indentures as follows:

<u>Supplemental Indenture Dated as of</u>	<u>Purpose of Supplemental Indenture</u>	<u>Recorded and/or filed as set forth in Supplemental Indenture dated as of:</u>
June 1, 1925(a)(b).....	Series B Bonds	February 1, 1940
August 1, 1927(a)(b)..	Series C Bonds	February 1, 1940
February 1, 1931(a)(b)	Series D Bonds	February 1, 1940
June 1, 1931(a)(b).....	Subject Properties	February 1, 1940
October 1, 1932(a)(b)	Series E Bonds	February 1, 1940
September 25, 1935(a)(b) .....	Series F Bonds	February 1, 1940

September 1, 1936(a)(b) .....	Series G Bonds	February 1, 1940
November 1, 1936(a)(b) .....	Subject Properties	February 1, 1940
February 1, 1940(a)(b)	Subject Properties	September 1, 1947
December 1, 1940(a)(b) .....	Series H Bonds and Additional Provisions	September 1, 1947
September 1, 1947(a)(b)(c).....	Series I Bonds, Subject Properties and Additional Provisions	November 15, 1951
March 1, 1950(a)(b)(c) .....	Series J Bonds and Additional Provisions	November 15, 1951
November 15, 1951(a)(b)(c).....	Series K Bonds, Additional Provisions and Subject Properties	January 15, 1953
January 15, 1953(a)(b)	Series L Bonds	May 1, 1953
May 1, 1953(a) .....	Series M Bonds and Subject Properties	March 15, 1954
March 15, 1954(a)(c).	Series N Bonds and Subject Properties	May 15, 1955
May 15, 1955(a)(c)....	Series O Bonds and Subject Properties	August 15, 1957
August 15, 1957(a)(c)	Series P Bonds, Additional Provisions and Subject Properties	June 1, 1959
June 1, 1959(a)(c).....	Series Q Bonds and Subject Properties	December 1, 1966
December 1, 1966(a)(c) .....	Series R Bonds Additional Provisions, and Subject Properties	October 1, 1968
October 1, 1968(a)(c)	Series S Bonds and Subject Properties	December 1, 1969
December 1, 1969(a)(c) .....	Series T Bonds and Subject Properties	July 1, 1970

July 1, 1970(c) .....	Series U Bonds and Subject Properties	December 15, 1970
December 15, 1970(c)	Series V and Series W Bonds	June 15, 1971
June 15, 1971(c) .....	Series X Bonds and Subject Properties	November 15, 1971
November 15, 1971(c)	Series Y Bonds and Subject Properties	January 15, 1973
January 15, 1973(c) ...	Series Z Bonds and Subject Properties	May 1, 1974
May 1, 1974.....	Series AA Bonds and Subject Properties	October 1, 1974
October 1, 1974 .....	Series BB Bonds and Subject Properties	January 15, 1975
January 15, 1975.....	Series CC Bonds and Subject Properties	November 1, 1975
November 1, 1975 .....	Series DDP Nos. 1-9 Bonds and Subject Properties	December 15, 1975
December 15, 1975....	Series EE Bonds and Subject Properties	February 1, 1976
February 1, 1976.....	Series FFR Nos. 1-13 Bonds	June 15, 1976
June 15, 1976.....	Series GGP Nos. 1-7 Bonds and Subject Properties	July 15, 1976
July 15, 1976.....	Series HH Bonds and Subject Properties	February 15, 1977
February 15, 1977 .....	Series MMP Bonds and Subject Properties	March 1, 1977
March 1, 1977.....	Series IIP Nos. 1-7 Bonds, Series JJP Nos. 1-7 Bonds, Series KKP Nos. 1-7 Bonds, and Series LLP Nos. 1-7 Bonds	June 15, 1977

June 15, 1977.....	Series FFR No. 14 Bonds and Subject Properties	July 1, 1977
July 1, 1977.....	Series NNP Nos. 1-7 Bonds and Subject Properties	October 1, 1977
October 1, 1977 .....	Series GGP Nos. 8-22 Bonds and Series OOP Nos. 1-17 Bonds and Subject Properties	June 1, 1978
June 1, 1978.....	Series PP Bonds, Series QQP Nos. 1-9 Bonds and Subject Properties	October 15, 1978
October 15, 1978 .....	Series RR Bonds and Subject Properties	March 15, 1979
March 15, 1979.....	Series SS Bonds and Subject Properties	July 1, 1979
July 1, 1979.....	Series IIP Nos. 8-22 Bonds, Series NNP Nos. 8-21 Bonds, and Series TTP Nos. 1-15 Bonds and Subject Properties	September 1, 1979
September 1, 1979 .....	Series JJP No. 8 Bonds, Series KKP No. 8 Bonds, Series LLP Nos. Bonds and Series OOP No. 18 Bonds and Subject Properties	September 15, 1979
September 15, 1979 ...	Series UU Bonds	January 1, 1980
January 1, 1980.....	1980 Series A Bonds and Subject Properties	April 1, 1980
April 1, 1980.....	1980 Series B Bonds	August 15, 1980
August 15, 1980.....	Series QQP Nos. 10-19 Bonds, Series CP Nos. 1-12 Bonds, Series DP No. 1-11 Bonds, and Subject Properties	August 1, 1981
August 1, 1981.....	1980 Series CP Nos. 13-25 Bonds and Subject Properties	November 1, 1981
November 1, 1981 .....	1981 Series AP Nos. 1-12 Bonds	June 30, 1982
June 30, 1982.....	Article XIV Reconfirmation	August 15, 1982
August 15, 1982.....	1981 Series AP Nos. 13-14 and	June 1, 1983

Subject Properties		
June 1, 1983.....	1981 Series AP Nos. 15-16 and Subject Properties	October 1, 1984
October 1, 1984.....	1984 Series AP and 1984 Series BP Bonds and Subject Properties	May 1, 1985
May 1, 1985.....	1985 Series A Bonds	May 15, 1985
May 15, 1985.....	1985 Series B Bonds and Subject Properties	October 15, 1985
October 15, 1985.....	Series KKP No. 9 Bonds and Subject Properties	April 1, 1986
April 1, 1986.....	1986 Series A and Subject Properties	August 15, 1986
August 15, 1986.....	1986 Series B and Subject Properties	November 30, 1986
November 30, 1986 ...	1986 Series C	January 31, 1987
January 31, 1987.....	1987 Series A	April 1, 1987
April 1, 1987.....	1987 Series B and Series C	August 15, 1987
August 15, 1987.....	1987 Series D and Series E and Subject Properties	November 30, 1987
November 30, 1987 ...	1987 Series F	June 15, 1989
June 15, 1989.....	1989 Series A	July 15, 1989
July 15, 1989.....	Series KKP No. 10	December 1, 1989
December 1, 1989.....	Series KKP No. 11 and Series BP	February 15, 1990
February 15, 1990.....	1990 Series A, Series B,  Series C, Series D, Series E, and Series F	November 1, 1990
November 1, 1990.....	Series KKP No. 12	April 1, 1991
April 1, 1991.....	1991 Series AP	May 1, 1991
May 1, 1991.....	1991 Series BP and Series CP	May 15, 1991

May 15, 1991 .....	1991 Series DP	September 1, 1991
September 1, 1991 .....	1991 Series EP	November 1, 1991
November 1, 1991 .....	1991 Series FP	January 15, 1992
January 15, 1992 .....	1992 Series BP	February 29, 1992 and April 15, 1992
February 29, 1992 .....	1992 Series AP	April 15, 1992
April 15, 1992 .....	Series KKP No. 13	July 15, 1992
July 15, 1992 .....	1992 Series CP	November 30, 1992
July 31, 1992 .....	1992 Series D	November 30, 1992
April 1, 1986 .....	1986 Series A and Subject Properties	August 15, 1986
August 15, 1986 .....	1986 Series B and Subject Properties	November 30, 1986
November 30, 1986 ...	1986 Series C	January 31, 1987
January 31, 1987 .....	1987 Series A	April 1, 1987
April 1, 1987 .....	1987 Series B and Series C	August 15, 1987
August 15, 1987 .....	1987 Series D, Series E, and Subject Properties	November 30, 1987
November 30, 1987 ...	1987 Series F	June 15, 1989
June 15, 1989 .....	1989 Series A	July 15, 1989
July 15, 1989 .....	Series KKP No. 10	December 1, 1989
December 1, 1989 .....	Series KKP No. 11 and Series BP	February 15, 1990
February 15, 1990 .....	1990 Series A, Series B, Series C, Series D, Series E, and Series F	November 1, 1990
November 1, 1990 .....	Series KKP No. 12	April 1, 1991

April 1, 1991.....	1991 Series AP	May 1, 1991
May 1, 1991.....	1991 Series BP and Series CP	May 15, 1991
May 15, 1991.....	1991 Series DP	September 1, 1991
September 1, 1991 .....	1991 Series EP	November 1, 1991
November 1, 1991 .....	1991 Series FP	January 15, 1992
January 15, 1992.....	1992 Series BP	February 29, 1992 and April 15, 1992
February 29, 1992.....	1992 Series AP	April 15, 1992
April 15, 1992.....	Series KKP No. 13	July 15, 1992
July 15, 1992.....	1992 Series CP	November 30, 1992
November 30, 1992 ...	1992 Series E and Series D	March 15, 1993
December 15, 1992.....	Series KKP No. 14 and Series BP No. 2	March 15, 1992
January 1, 1993.....	1993 Series C	April 1, 1993
March 1, 1993.....	1993 Series E	June 30, 1993
March 15, 1993.....	1993 Series D	September 15, 1993
April 1, 1993.....	1993 Series FP and Series IP	September 15, 1993
April 26, 1993.....	1993 Series G and Amendment of Article II, Section 5	September 15, 1993
May 31, 1993.....	1993 Series J	September 15, 1993
September 15, 1993 ...	1993 Series K	March 1, 1994
March 1, 1994.....	1994 Series AP	June 15, 1994
June 15, 1994.....	1994 Series BP	December 1, 1994
August 15, 1994.....	1994 Series C	December 1, 1994
December 1, 1994.....	Series KKP No. 15 and Series DP	August 1, 1995

August 1, 1995.....	1995 Series A Bond 1995 Series DP	August 1, 1999
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- (a) See Supplemental Indenture dated as of July 1, 1970 for Interstate Commerce Commission filing and recordation information.
- (b) See Supplemental Indenture dated as of May 1, 1953 for Secretary of State of Michigan filing information.
- (c) See Supplemental Indenture dated as of May 1, 1974 for County of Genesee, Michigan recording and filing information.

**Recording of  
Certificates  
of Provision  
for Payment.**

All the bonds of Series A which were issued under the Original Indenture dated as of October 1, 1924, and of Series B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, W, Y, Z, AA, BB, CC, DDP Nos. 1-9, FFR Nos. 1-14, GGP Nos. 1-22, HH, IIP Nos. 1-22, JJP Nos. 1-8, KKP Nos. 1-9, LLP Nos. 1-15, NNP Nos. 1-21, OOP Nos. 1-18, QQP Nos. 1-17, TTP Nos. 1-15, UU, 1980 Series A, 1980 Series CP Nos. 1-25, 1980 Series DP Nos. 1-11, 1981 Series AP Nos. 1-16, 1984 Series AP, 1984 Series BP, 1985 Series A, 1985 Series B, 1987 Series A, PP, RR, EE, MMP, MMP No. 2, 1989 Series A and 1993 Series D which were issued under Supplemental Indentures dated as of, respectively, June 1, 1925, August 1, 1927, February 1, 1931, October 1, 1932, September 25, 1935, September 1, 1936, December 1, 1940, September 1, 1947, November 15, 1951, January 15, 1953, May 1, 1953, March 15, 1954, May 15, 1955, August 15, 1957, December 15, 1970, November 15, 1971, January 15, 1973, May 1, 1974, October 1, 1974, January 15, 1975, November 1, 1975, February 1, 1976, June 15, 1976, July 15, 1976, October 1, 1977, March 1, 1977, July 1, 1979, March 1, 1977, March 1, 1977, March 1, 1977, September 1, 1979, July 1, 1977, July 1, 1979, September 15, 1979, October 1, 1977, June 1, 1978, October 1, 1977, July 1, 1979, January 1, 1980, August 15, 1980, November 1, 1981, October 1, 1984, May 1, 1985, May 15, 1985, January 31, 1987, June 1, 1978, October 15, 1978, December 15, 1975, February 15, 1977, September 1, 1979, June 15, 1989 and March 15, 1993 have matured or have been called for redemption and funds sufficient for such payment or redemption have been irrevocably deposited with the Trustee for that purpose; and Certificates of Provision for Payment have been recorded in the offices of the respective Registers of Deeds of certain counties in the State of Michigan, with respect to all bonds of Series A, B, C, D, E, F, G, H, K, L, M, O, W, BB, CC, DDP Nos. 1 and 2, FFR Nos. 1-3, GGP Nos. 1 and 2, IIP No. 1, JJP No. 1, KKP No. 1, LLP No. 1 and GGP No. 8.

**PART III.**

**THE TRUSTEE.**

**Terms and  
Conditions of  
Acceptance of  
Trust by  
Successor Trustee.**

The Successor Trustee hereby accepts the trust hereby declared and provided, and agrees to perform the same upon the terms and conditions in the Original Indenture, as amended to date and as supplemented by this Supplemental Indenture, and in this Supplemental Indenture set forth, and upon the following terms and conditions:

The Prior Trustee and Successor Trustee shall not be responsible in any manner whatsoever for and in respect of the validity or sufficiency of this Supplemental Indenture or the due execution hereof by the Company or for or in respect of the recitals contained herein, all of which recitals are made by the Company solely.

**PART IV.**

**MISCELLANEOUS.**

**Confirmation of  
Section 318(C) of  
Trust Indenture  
Act.**

Except to the extent specifically provided therein, no provision of this Supplemental Indenture or any future supplemental indenture is intended to modify, and the parties do hereby adopt and confirm, the provisions of Section 318(c) of the Trust Indenture Act which amends and supercedes provisions of the Indenture in effect prior to November 15, 1990.

**Execution in  
Counterparts.**

**This Supplemental Indenture may be simultaneously executed in any number of counterparts, each of which when so executed shall be deemed to be an original; but such counterparts shall together constitute but one and the same instrument.**





FIRST CHICAGO TRUST COMPANY OF NEW YORK

(Corporate Seal)

By Steven M. Wagner  
Steven M. Wagner  
Vice President

Attest: Christopher C. Holly  
Christopher C. Holly  
Assistant Corporate Secretary

Signed, sealed and delivered by  
FIRST CHICAGO TRUST COMPANY OF NEW YORK, in the  
presence of

Janice Ott Rotunno  
Janice Ott Rotunno  
Marla S. Roth  
Marla S. Roth

STATE OF ILLINOIS )  
)  
COUNTY OF COOK )  
Acknowledgement  
of Execution by  
Prior Trustee.

SS:

On this 17th day of September, 2002, before me, the subscriber, a Notary Public within and for the County of Cook, in the State of Illinois, personally appeared Steven M. Wagner, to me personally known, who, being by me duly sworn, did say that his business office is located at Chicago, Illinois, and he is Vice President of FIRST CHICAGO TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that he knows the corporate seal of the said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and that he subscribed his name thereto by like authority; and said acknowledged said instrument to be the free act and deed of said corporation.



(Notarial Seal)

Maxine Triller  
Maxine Triller, Notary Public  
Cook County, Illinois  
My Commission Expires: July 20, 2003

