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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 14, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23998-C FILED  
JUN 14 '02 5-30 PM  
SURFACE TRANSPORTATION BOARD

Re: DEC Trust No. 2002-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. L, dated June 14, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company of  
Connecticut, N.A., not in its individual capacity,  
but solely as Owner Trustee  
225 Asylum Street  
Goodwin Square  
Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890-0001

Mr. Vernon A. Williams  
June 14, 2002  
Page 4

A description of the railroad equipment covered by the enclosed document is:

509 aluminum bodied rotary dump gondola cars within the series DEEX 4594 - DEEX 5627.

A short summary of the document to appear in the index is:

Memorandum of Indenture Supplement No. \_\_.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm

RECORDATION NO. 23998 FILED

JUN 14 '02

5-30PM

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1

SURFACE TRANSPORTATION BOARD

DEC TRUST NO. 2002-B

Memorandum of Indenture Supplement No. 1 made and entered into on June 14, 2002 by and between Wilmington Trust Company, a Delaware banking association, as indenture trustee ("Indenture Trustee"), and State Street Bank and Trust Company of Connecticut, N.A., a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated June 14, 2002, by which the Owner Trustee has wanted a security interest in certain aluminum gondola rail cars [bearing DEEX number] as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. 1 dated June 14, 2002, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

(signatures continued on the following page)

STB  
copy

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee

By: 

Title: Anita E. Dallago  
Senior Financial Services Officer

Executed on this \_\_\_ day of June 2002.

STATE STREET BANK AND TRUST COMPANY, N.A., a national banking association

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

Title: \_\_\_\_\_

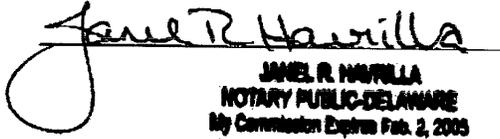
Executed on this \_\_\_ day of June 2002.

AAALB:372317.1022767-00128

STATE OF Delaware )  
 ) SS:  
COUNTY OF New Castle )

On this, the 14<sup>th</sup> day of June, 2002, before, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he is the that said instrument was signed on June 14<sup>th</sup>, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
**JANEL R. NOTULLA**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires Feb. 2, 2003

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_ day of June, 2002, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the that said instrument was signed on June . \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

AAUJB:372317.1\022767-00128



# TRUST I

1	DEEX 4594	57	DEEX 4656	113	DEEX 4716
2	DEEX 4596	58	DEEX 4657	114	DEEX 4717
3	DEEX 4598	59	DEEX 4658	115	DEEX 4718
4	DEEX 4599	60	DEEX 4660	116	DEEX 4719
5	DEEX 4600	61	DEEX 4661	117	DEEX 4720
6	DEEX 4601	62	DEEX 4662	118	DEEX 4721
7	DEEX 4602	63	DEEX 4663	119	DEEX 4722
8	DEEX 4603	64	DEEX 4664	120	DEEX 4723
9	DEEX 4605	65	DEEX 4665	121	DEEX 4724
10	DEEX 4606	66	DEEX 4666	122	DEEX 4725
11	DEEX 4607	67	DEEX 4667	123	DEEX 4726
12	DEEX 4608	68	DEEX 4668	124	DEEX 4727
13	DEEX 4609	69	DEEX 4669	125	DEEX 4728
14	DEEX 4611	70	DEEX 4670	126	DEEX 4729
15	DEEX 4612	71	DEEX 4671	127	DEEX 4730
16	DEEX 4613	72	DEEX 4672	128	DEEX 4731
17	DEEX 4614	73	DEEX 4673	129	DEEX 4732
18	DEEX 4615	74	DEEX 4674	130	DEEX 4733
19	DEEX 4616	75	DEEX 4675	131	DEEX 4734
20	DEEX 4617	76	DEEX 4676	132	DEEX 4735
21	DEEX 4618	77	DEEX 4677	133	DEEX 4736
22	DEEX 4619	78	DEEX 4678	134	DEEX 4737
23	DEEX 4620	79	DEEX 4679	135	DEEX 4738
24	DEEX 4621	80	DEEX 4680	136	DEEX 4739
25	DEEX 4622	81	DEEX 4681	137	DEEX 4740
26	DEEX 4623	82	DEEX 4682	138	DEEX 4741
27	DEEX 4624	83	DEEX 4683	139	DEEX 4742
28	DEEX 4625	84	DEEX 4684	140	DEEX 4743
29	DEEX 4626	85	DEEX 4685	141	DEEX 4744
30	DEEX 4627	86	DEEX 4686	142	DEEX 4745
31	DEEX 4628	87	DEEX 4687	143	DEEX 4747
32	DEEX 4629	88	DEEX 4688	144	DEEX 4748
33	DEEX 4630	89	DEEX 4689	145	DEEX 4749
34	DEEX 4631	90	DEEX 4690	146	DEEX 4750
35	DEEX 4632	91	DEEX 4691	147	DEEX 4751
36	DEEX 4633	92	DEEX 4692	148	DEEX 4752
37	DEEX 4634	93	DEEX 4693	149	DEEX 4754
38	DEEX 4635	94	DEEX 4694	150	DEEX 4755
39	DEEX 4636	95	DEEX 4695	151	DEEX 4757
40	DEEX 4637	96	DEEX 4698	152	DEEX 4758
41	DEEX 4638	97	DEEX 4700	153	DEEX 4759
42	DEEX 4639	98	DEEX 4701	154	DEEX 4761
43	DEEX 4640	99	DEEX 4702	155	DEEX 4762
44	DEEX 4641	100	DEEX 4703	156	DEEX 4763
45	DEEX 4642	101	DEEX 4704	157	DEEX 4764
46	DEEX 4643	102	DEEX 4705	158	DEEX 4765
47	DEEX 4644	103	DEEX 4706	159	DEEX 4766
48	DEEX 4645	104	DEEX 4707	160	DEEX 4768
49	DEEX 4646	105	DEEX 4708	161	DEEX 4769
50	DEEX 4647	106	DEEX 4709	162	DEEX 4770
51	DEEX 4648	107	DEEX 4710	163	DEEX 4771
52	DEEX 4649	108	DEEX 4711	164	DEEX 4772
53	DEEX 4651	109	DEEX 4712	165	DEEX 4773
54	DEEX 4652	110	DEEX 4713	166	DEEX 4774
55	DEEX 4654	111	DEEX 4714	167	DEEX 4775
56	DEEX 4655	112	DEEX 4715	168	DEEX 4776

## TRUST I

169	DEEX 4777	225	DEEX 4844
170	DEEX 4778	226	DEEX 4847
171	DEEX 4779	227	DEEX 4851
172	DEEX 4780	228	DEEX 4852
173	DEEX 4781	229	DEEX 4855
174	DEEX 4782	230	DEEX 4857
175	DEEX 4783	231	DEEX 4858
176	DEEX 4784	232	DEEX 4861
177	DEEX 4785	233	DEEX 4862
178	DEEX 4786	234	DEEX 4864
179	DEEX 4787	235	DEEX 4865
180	DEEX 4788	236	DEEX 4867
181	DEEX 4789	237	DEEX 4872
182	DEEX 4790	238	DEEX 4875
183	DEEX 4791	239	DEEX 4878
184	DEEX 4792	240	DEEX 4882
185	DEEX 4793	241	DEEX 4886
186	DEEX 4794	242	DEEX 4895
187	DEEX 4795	243	DEEX 4896
188	DEEX 4796	244	DEEX 4897
189	DEEX 4799	245	DEEX 4898
190	DEEX 4800	246	DEEX 4906
191	DEEX 4804	247	DEEX 4907
192	DEEX 4806		
193	DEEX 4807		
194	DEEX 4808		
195	DEEX 4809		
196	DEEX 4810		
197	DEEX 4811		
198	DEEX 4812		
199	DEEX 4813		
200	DEEX 4814		
201	DEEX 4816		
202	DEEX 4817		
203	DEEX 4818		
204	DEEX 4819		
205	DEEX 4821		
206	DEEX 4822		
207	DEEX 4823		
208	DEEX 4824		
209	DEEX 4825		
210	DEEX 4826		
211	DEEX 4827		
212	DEEX 4828		
213	DEEX 4829		
214	DEEX 4830		
215	DEEX 4831		
216	DEEX 4833		
217	DEEX 4835		
218	DEEX 4837		
219	DEEX 4838		
220	DEEX 4839		
221	DEEX 4840		
222	DEEX 4841		
223	DEEX 4842		
224	DEEX 4843		

## TRUST II (140)

1	DEEX 4604	57	DEEX 4916	113	DEEX 4980
2	DEEX 4610	58	DEEX 4917	114	DEEX 4985
3	DEEX 4659	59	DEEX 4918	115	DEEX 4988
4	DEEX 4697	60	DEEX 4919	116	DEEX 4994
5	DEEX 4756	61	DEEX 4920	117	DEEX 4996
6	DEEX 4798	62	DEEX 4922	118	DEEX 4998
7	DEEX 4801	63	DEEX 4923	119	DEEX 5000
8	DEEX 4803	64	DEEX 4924	120	DEEX 5153
9	DEEX 4805	65	DEEX 4925	121	DEEX 5154
10	DEEX 4815	66	DEEX 4926	122	DEEX 5155
11	DEEX 4820	67	DEEX 4927	123	DEEX 5156
12	DEEX 4836	68	DEEX 4928	124	DEEX 5158
13	DEEX 4845	69	DEEX 4929	125	DEEX 5159
14	DEEX 4846	70	DEEX 4930	126	DEEX 5161
15	DEEX 4848	71	DEEX 4932	127	DEEX 5162
16	DEEX 4849	72	DEEX 4933	128	DEEX 5163
17	DEEX 4850	73	DEEX 4934	129	DEEX 5165
18	DEEX 4853	74	DEEX 4935	130	DEEX 5166
19	DEEX 4854	75	DEEX 4936	131	DEEX 5167
20	DEEX 4856	76	DEEX 4938	132	DEEX 5168
21	DEEX 4859	77	DEEX 4939	133	DEEX 5169
22	DEEX 4860	78	DEEX 4940	134	DEEX 5173
23	DEEX 4863	79	DEEX 4941	135	DEEX 5174
24	DEEX 4866	80	DEEX 4942	136	DEEX 5177
25	DEEX 4868	81	DEEX 4943	137	DEEX 5178
26	DEEX 4869	82	DEEX 4944	138	DEEX 5179
27	DEEX 4870	83	DEEX 4945	139	DEEX 5182
28	DEEX 4874	84	DEEX 4946	140	DEEX 5188
29	DEEX 4876	85	DEEX 4947		
30	DEEX 4879	86	DEEX 4949		
31	DEEX 4880	87	DEEX 4950		
32	DEEX 4881	88	DEEX 4951		
33	DEEX 4883	89	DEEX 4952		
34	DEEX 4884	90	DEEX 4953		
35	DEEX 4885	91	DEEX 4954		
36	DEEX 4887	92	DEEX 4955		
37	DEEX 4888	93	DEEX 4956		
38	DEEX 4889	94	DEEX 4958		
39	DEEX 4890	95	DEEX 4959		
40	DEEX 4891	96	DEEX 4960		
41	DEEX 4893	97	DEEX 4961		
42	DEEX 4899	98	DEEX 4962		
43	DEEX 4900	99	DEEX 4963		
44	DEEX 4901	100	DEEX 4964		
45	DEEX 4902	101	DEEX 4966		
46	DEEX 4903	102	DEEX 4968		
47	DEEX 4904	103	DEEX 4969		
48	DEEX 4905	104	DEEX 4970		
49	DEEX 4908	105	DEEX 4971		
50	DEEX 4909	106	DEEX 4972		
51	DEEX 4910	107	DEEX 4973		
52	DEEX 4911	108	DEEX 4974		
53	DEEX 4912	109	DEEX 4975		
54	DEEX 4913	110	DEEX 4976		
55	DEEX 4914	111	DEEX 4978		
56	DEEX 4915	112	DEEX 4979		

## TRUST IV

1	DEEX 5501	57	DEEX 5558	113	DEEX 5618
2	DEEX 5502	58	DEEX 5559	114	DEEX 5619
3	DEEX 5503	59	DEEX 5560	115	DEEX 5620
4	DEEX 5504	60	DEEX 5561	116	DEEX 5621
5	DEEX 5505	61	DEEX 5562	117	DEEX 5622
6	DEEX 5506	62	DEEX 5563	118	DEEX 5623
7	DEEX 5507	63	DEEX 5564	119	DEEX 5624
8	DEEX 5508	64	DEEX 5566	120	DEEX 5625
9	DEEX 5509	65	DEEX 5567	121	DEEX 5626
10	DEEX 5510	66	DEEX 5568	122	DEEX 5627
11	DEEX 5511	67	DEEX 5569		
12	DEEX 5512	68	DEEX 5570		
13	DEEX 5513	69	DEEX 5571		
14	DEEX 5514	70	DEEX 5572		
15	DEEX 5515	71	DEEX 5573		
16	DEEX 5516	72	DEEX 5574		
17	DEEX 5517	73	DEEX 5575		
18	DEEX 5518	74	DEEX 5576		
19	DEEX 5519	75	DEEX 5577		
20	DEEX 5520	76	DEEX 5579		
21	DEEX 5521	77	DEEX 5580		
22	DEEX 5522	78	DEEX 5581		
23	DEEX 5523	79	DEEX 5582		
24	DEEX 5524	80	DEEX 5583		
25	DEEX 5525	81	DEEX 5584		
26	DEEX 5526	82	DEEX 5585		
27	DEEX 5527	83	DEEX 5586		
28	DEEX 5528	84	DEEX 5587		
29	DEEX 5529	85	DEEX 5588		
30	DEEX 5530	86	DEEX 5589		
31	DEEX 5531	87	DEEX 5590		
32	DEEX 5533	88	DEEX 5591		
33	DEEX 5534	89	DEEX 5593		
34	DEEX 5535	90	DEEX 5594		
35	DEEX 5536	91	DEEX 5595		
36	DEEX 5537	92	DEEX 5596		
37	DEEX 5538	93	DEEX 5597		
38	DEEX 5539	94	DEEX 5598		
39	DEEX 5540	95	DEEX 5599		
40	DEEX 5541	96	DEEX 5600		
41	DEEX 5542	97	DEEX 5601		
42	DEEX 5543	98	DEEX 5602		
43	DEEX 5544	99	DEEX 5603		
44	DEEX 5545	100	DEEX 5604		
45	DEEX 5546	101	DEEX 5605		
46	DEEX 5547	102	DEEX 5606		
47	DEEX 5548	103	DEEX 5607		
48	DEEX 5549	104	DEEX 5609		
49	DEEX 5550	105	DEEX 5610		
50	DEEX 5551	106	DEEX 5611		
51	DEEX 5552	107	DEEX 5612		
52	DEEX 5553	108	DEEX 5613		
53	DEEX 5554	109	DEEX 5614		
54	DEEX 5555	110	DEEX 5615		
55	DEEX 5556	111	DEEX 5616		
56	DEEX 5557	112	DEEX 5617		

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Indenture Supplement No. 1 with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 14, 2002

Edward M. Luria  
Edward M. Luria