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CRD DEED AND ASSIGNMENT OF SITE LEASE

DEED AND ASSIGNMENT OF SITE LEASE dated December
31, 1986, between CROUSE RECOVERY OF DELAWARE, INC., a
Delaware corporation ("Assignor") and WILMINGTON TRUST COMPANY,
a Delaware corporation, as Owner Trustee ("Assignee").

WHEREAS Assignor is the lessee under a Site Lease
dated October 26, 1983 as amended by Amendment No. 1 dated
August 2, 1984 and Amendment No. 2 dated December 11, 1986
(see Memorandum of Lease dated October 29, 1984 and recorded
October 30, 1984 in Deed Book 168, Page 297, and Memorandum
of Lease dated December 31, 1986, and intended to be recorded
concurrently herewith) in which the Delaware Solid Waste
Authority, a duly organized body politic and corporate
constituting a public instrumentality of the State of
Delaware ("DSWA") is the lessor; and

WHEREAS Section 11.03 of the Site Lease grants to
Assignor the right to transfer all its right, title and
interest in the Site Lease provided that Assignee delivers to
DSWA a duplicate original of the Assignment containing the
covenant of Assignee and the information appended hereto; and

WHEREAS Assignor and Assignee are parties to the
Participation and Loan Agreement dated as of October 30,
1984, as amended on or prior to December 31, 1986, which
provides for, inter alia, (a) Assignee's acquisition of all
of Assignor's right, title and interest in its lease from
DSWA of the real property more particularly described in



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Exhibit A hereto (the "Site") and (b) a sublease of the Site by Assignee to Assignor.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that Assignor for and in consideration of Assignee's payment to it or for its account of \$1.00, and other good and valuable consideration and other property, the receipt of which is hereby acknowledged, hereby assigns, transfers and conveys to Assignee all of its right, title and interest in the Site Lease, including all easements and agreements with respect thereto, including, without limitation, the Site and the easements described in Exhibit A annexed hereto, and all improvements thereon which may be deemed (contrary to the contention of the parties) to be real property. The improvements thereon, all of which the parties deem to be personal property, are being conveyed by a separate bill of sale, to have and to hold the same to Assignee, its successors and assigns, from the date of this assignment for and during all the remainder of the term of years, and any renewal term, mentioned in the Site Lease, subject to the rents, agreements and conditions contained in the Site Lease. Assignor acknowledges that the payment to it for the Site Lease has been made, and accordingly, that this is a fully executed Assignment and that the title and rights of the Assignee to the Site Lease is in no way subject to defeasance or forfeiture by reason of any alleged failure of consideration to be received by the Assignee hereunder.

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IN WITNESS WHEREOF, Crouse Recovery of Delaware, Inc. has caused its corporate name to be hereunto subscribed on three duplicate originals by the hand of its _____ President and its corporate seal to be hereunto affixed duly

attested by its _____ Secretary the day and year first above written.

(Corporate Seal)

CROUSE RECOVERY OF DELAWARE, INC.

By [Signature] President

Attest [Signature] Secretary

In consideration of the above foregoing Assignment, Assignee Wilmington Trust Company, Owner Trustee, whose address is Rodney Square North, Wilmington, Delaware 19890, hereby agrees to assume all of the liabilities and obligations of Assignor under the Site Lease accruing hereafter.

IN WITNESS WHEREOF, Wilmington Trust Company as Owner Trustee has caused its corporate name to be hereunto subscribed by the hand of its Trust Officer/Trust Counsel and its corporate seal to be hereunto affixed duly attested by its

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Assistant Secretary, Trust _____ day of December, 1986.



WILMINGTON TRUST COMPANY
AS OWNER TRUSTEE

(Corporate Seal)

By [Signature]
Trust Officer/Trust Counsel

Attest _____
Assistant Secretary

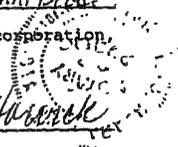
Delaware Solid Waste Authority, a duly organized body politic and corporate constituting a public instrumentality of the State of Delaware, acknowledges receipt of a duplicate original of the foregoing Assignment this _____ day of December, 1986.

DELAWARE SOLID WASTE AUTHORITY
By _____

STATE OF _____)
DISTRICT OF COLUMBIA : ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 31st day of December, 1986, by FRANK CAMPBELL of Crouse Recovery of Delaware, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]
Notary Public
Notary Public
Dec 14, 1987



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STATE OF DELAWARE)
DISTRICT OF COUPEMIN : ss.
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me
this 31st day of December, 1986, by Cynthia L. Corliss, Trust
Officer/Trust Counsel of Wilmington Trust Company, as Owner Trustee,
a Delaware banking corporation on behalf of the Owner Trustee.

Sandra P. Hinkle
Notary Public
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EXHIBIT A
TO
SITE LEASE
From Wilmington Trust Company, as Trustee
Under Agreement with General Electric Credit
Corporation to Crouse Recovery of Delaware, Inc.

DESCRIPTION OF SITE

Description of a portion of property of Delaware Solid Waste Authority to be used as an energy generating facility, Lambson's Lane Extended, New Castle Hundred, New Castle County, Delaware.

ALL THAT CERTAIN tract, piece or parcel of land located near the easterly extension of Lambson's Lane, New Castle Hundred, New Castle County, Delaware and more particularly described as follows, to wit;

BEGINNING at a point in the northwesterly line of lands now or formerly of Mayor & Council of the City of Wilmington, said point being distant the four following described courses and distances from the point of intersection of the southwesterly right of way line of Conrail (formerly the Reading Railroad, Delaware River Extension Branch at 60 feet wide) and the southeasterly right of way line of Conrail (formerly Penn-Central Railroad, New Castle Cut-Off at 100 feet wide), courses one through three to follow being along the said southwesterly right of way line of Delaware River Extension Branch;

- (1) Parallel with the centerline track and distant southwesterly 30 feet therefrom, measured at right angles thereto, South 41°-28'-10" East, 250.00 feet to a point;
- (2) South 48°-31'-50" West, 20.00 feet to a point;
- (3) Parallel with the centerline track and distant southwesterly 50 feet therefrom, measured at right angles thereto, South 41°-28'-10" East, 1,290.00 feet to a point; and
- (4) Along said northwesterly line of lands now or formerly of Mayor & Council of the City of Wilmington, South 23°-35'-20" West, 44.12 feet to the said point of Beginning;

THENCE from the said point of Beginning the twelve following described courses and distances:

- (1) Still along the said northwesterly line of lands now or formerly of the Mayor & Council of the City of Wilmington, South 23°-35'-20" West, 1050.86 feet to a point;

THENCE by new lines through lands of Delaware Solid Waste Authority, the six following described courses and distances:

- (1) North 55°-46'-10" West, 40.00 feet to a point;
- (2) South 23°-35'-20" West, 83.00 feet to a point;
- (3) North 55°-46'-10" West, 626.00 feet to a point;
- (4) North 36°-17'-56" East, 162.00 feet to a point;
- (5) North 34°-52'-42" East, 468.69 feet to a point of curvature;
- (6) Along a curve to the left having a radius of 335.00 feet, an arc length of 80.02 feet to a point, said point being distant by a chord of North 28°-02'-09" East, 79.82 feet from the last described point

said point also being the terminus of Energy Lane (at 60 feet wide);

THENCE crossing the said terminus of Energy Lane and along the south-westerly line of other lands of the Delaware Solid Waste Authority, known as Parcel B, South 77°-08'-50" East, 371.24 feet to a point;

THENCE along the southeasterly lines of said Parcel B, the two following described courses and distances:

- (1) North 18°-06'-41" East, 168.49 feet to a point; and
- (2) North 49°-20'-22" East, 82.27 feet to a point, on the southwesterly side of Resource Lane;

THENCE along the right of way lines of said Resource Lane, the two following described courses and distances:

- (1) North 49°-20'-22" East, 60.00 feet to a point; and
- (2) South 41°-28'-10" East, 121.86 feet to the point and place of Beginning;

CONTAINING within said metes and bounds 11.681 acres of land being the same, more or less...

SUBJECT TO the use in common with others of an access easement lying within the above described parcel and varying in width from 60 feet to 100 feet in width parallel to and generally contiguous with the perimeter of said above described parcel, as said access easement is more particularly shown on Drawing No. 23186-F prepared by VanDemark & Lynch, Inc., Consulting Engineers, and Surveyors, entitled "Property of Delaware Solid Waste Authority, Lambson's Lane Extended" dated January 23, 1985, last revised December 15, 1986;

ALSO, TOGETHER with the use of a utility easement through said other lands of Delaware Solid Waste Authority, and more particularly described as follows, to wit:

BEGINNING at a point in the southwesterly line of (course No.4) of the above described parcel, said point being distant North 55°-46'-10" West, 616.00 feet measured along said course No.4;

THENCE from said point of Beginning and through said lands of Delaware Solid Waste Authority, the five following described courses and distances:

- (1) South 39°-05'-45" West, 124.60 feet to a point;
- (2) South 39°-07'-04" West, 648.81 feet to a point;
- (3) North 72°-14'-58" West, 303.58 feet to a point;
- (4) North 85°-09'-19" West, 163.29 feet to a point; and
- (5) Parallel to the said southeasterly right of way line of Conrail (formerly Penn-Central Railroad, New Castle Cut-off at 100 feet wide) and 50 feet southeasterly therefrom measured at right angles thereto, South 34°-46'-29" West, 1225.33 feet to a point in the northeasterly line of lands of the State of Delaware (Delaware River & Bay Authority);

THENCE THEREBY, North 79°-53'-05" West, 55.02 feet to a point in the said southeasterly right of way line of Conrail;

THENCE THEREBY, North 34°-46'-29" East, 1277.20 feet to a point, said point being South 34°-46'-29" East, 55.92 feet from a point of curvature on the said right of way line ;

THENCE through said lands of Delaware Solid Waste Authority, the eight following describe courses and distances:

- (1) South 85°-09'-19" East, 197.86 feet to a point;
- (2) South 72°-14'-58" East, 286.01 feet to a point;
- (3) North 33°-52'-07" East, 196.91 feet to a point;
- (4) South 56°-07'-53" East, 10.00 feet to a point;
- (5) North 41°-53'-46" East, 355.37 feet to a point;
- (6) North 34°-59'-46" East, 60.00 feet to a point;
- (7) North 36°-16'-08" East, 170.00 feet to a point; and
- (8) South 88°-07'-04" East, 37.65 feet to a point in the northwesterly line (Course No. 6) of the said above described parcel;

THENCE along the northwesterly and southwesterly lines of said above described parcel, the two following described courses and distances:

- (1) South 36°-17'-56" West, 70.00 feet to a point; and
- (2) South 55°-46'-10" East, 10.00 feet to the point of Beginning;

CONTAINING within said metes and bounds of said utility easement, 2.735 acres of land being the same, more or less....

THE foregoing utility easement extends from the lands of Delaware Solid Waste Authority through lands of Consolidated Rail Corporation, a Pennsylvania corporation, pursuant to a License Agreement for Wire, Pipe and Cable Transverse Crossings and Longitudinal Occupations between Consolidated Rail Corporation and Crouse Recovery of Delaware, Inc., a Delaware corporation ("CRD"), dated August 1, 1986 and recorded in the office of the Recorder of Deeds for New Castle County in Miscellaneous Book 0459, Page 170, as amended December __, 1986 and recorded in Miscellaneous Book __, Page __; thence through lands of The Delaware River and Bay Authority, a bi-state agency established by Compact between the States of New Jersey and Delaware (the "Bay Authority") pursuant to an agreement between the Bay Authority and Delaware Solid Waste Authority dated September 26, 1986 and recorded in the office of the Recorder of Deeds for New Castle County in Miscellaneous Book 0439, Page 061, and assigned by an Assignment from the Delaware Solid Waste Authority to CRD, acknowledged October 3, 1986 and recorded October 7, 1986 in Deed Book 439, Page 089; thence through lands of ICI Americas, Inc., a Delaware corporation, pursuant to an Easement Agreement between ICI Americas, Inc. and CRD dated July 23, 1986 and recorded in the office of the Recorder of Deeds for New Castle County in Miscellaneous Book 0459, Page 0156.

ALSO, TOGETHER with a Storm and Sanitary Sewer Agreement between Delaware Solid Waste Authority and Crouse Recovery of Delaware, Inc., dated October 3, 1986 and recorded in the Office as aforesaid in Deed Book 439, Page 79.

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ALSO, TOGETHER with an Easement Agreement between Delaware Solid Waste Authority and Crouse Recovery of Delaware, Inc., dated October 3, 1986 and recorded in the Office as aforesaid in Deed Book 439, Page 71.

ALSO, TOGETHER with the easements set forth in Amendment Agreement No. 2 dated December 11, 1986 to Agreement of Lease between Delaware Solid Waste Authority and Debtor being recorded concurrently herewith including the Storm and Sanitary Sewer Agreement between Delaware Solid Waste Authority and Crouse Recovery of Delaware, Inc. attached thereto, and the Easement Agreement for a 20-foot wide water line between Delaware Solid Waste Authority and Crouse Recovery of Delaware, Inc. attached thereto.

The site (designated as Parcel A) and the principal easements set forth above are shown on Drawing 23186-F referred to above.

LEO J. DUGAN, Jr. Recorder

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DOCUMENTARY SURCHARGE PAID \$3.00