



November 14, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated November 6, 2013 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: DTE Electric Company
One Energy Plaza
Detroit, MI 48226

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

(127) aluminum Bethgon II railcars as set forth in the exhibit attached to the document within the series MBKX 6668 - MBKX 6802, non-inclusive.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**DTE ELECTRIC COMPANY
("LESSEE")**

NOVEMBER 6, 2013

This Memorandum of Lease Agreement is made and entered into as of November 6, 2013 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and DTE Electric Company, formerly known as The Detroit Edison Company, a Michigan corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one-hundred twenty-seven (127) 2006 FreightCar America built Aluminum Bethgon II railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan Tomoyuki Moriyama
Title: President Executive Director

LESSEE:

DTE ELECTRIC COMPANY

By: 
Print Name: KARTHIC KRISHNAMURTHY
Title: MANAGER - OPERATIONS & LOGISTICS

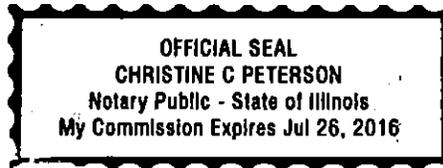
STATE OF ILLINOIS

COUNTY OF COOK

On this ^{oep} 25 day of August, 2014, before me personally appeared Tomoyuki Moriyama, to me personally known, who being by me duly sworn, says that he is the Executive Director of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: 7/26/16



STATE OF MICHIGAN

COUNTY OF WAYNE

On this 13 day of August, 2014, before me personally appeared KARTHIK KAISINAMURTHY, to me personally known, who being by me duly sworn, says that he is the MGR. - OPERATIONS & LOGISTICS of DTE Electric Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lorri A Hanner
NOTARY PUBLIC

My commission expires: 4-20-2020

LORRI A. HANNER
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Apr 20, 2020
ACTING IN COUNTY OF Wayne

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	6668	44	MBKX	6717	87	MBKX	6761
2	MBKX	6669	45	MBKX	6718	88	MBKX	6762
3	MBKX	6670	46	MBKX	6719	89	MBKX	6763
4	MBKX	6671	47	MBKX	6720	90	MBKX	6764
5	MBKX	6672	48	MBKX	6721	91	MBKX	6765
6	MBKX	6673	49	MBKX	6722	92	MBKX	6766
7	MBKX	6674	50	MBKX	6723	93	MBKX	6767
8	MBKX	6675	51	MBKX	6724	94	MBKX	6768
9	MBKX	6676	52	MBKX	6725	95	MBKX	6769
10	MBKX	6677	53	MBKX	6726	96	MBKX	6770
11	MBKX	6680	54	MBKX	6727	97	MBKX	6771
12	MBKX	6681	55	MBKX	6728	98	MBKX	6772
13	MBKX	6682	56	MBKX	6729	99	MBKX	6773
14	MBKX	6683	57	MBKX	6730	100	MBKX	6774
15	MBKX	6684	58	MBKX	6731	101	MBKX	6775
16	MBKX	6685	59	MBKX	6732	102	MBKX	6776
17	MBKX	6686	60	MBKX	6733	103	MBKX	6777
18	MBKX	6688	61	MBKX	6734	104	MBKX	6779
19	MBKX	6689	62	MBKX	6735	105	MBKX	6780
20	MBKX	6690	63	MBKX	6736	106	MBKX	6781
21	MBKX	6692	64	MBKX	6737	107	MBKX	6782
22	MBKX	6693	65	MBKX	6738	108	MBKX	6783
23	MBKX	6694	66	MBKX	6739	109	MBKX	6784
24	MBKX	6696	67	MBKX	6740	110	MBKX	6785
25	MBKX	6697	68	MBKX	6741	111	MBKX	6786
26	MBKX	6698	69	MBKX	6742	112	MBKX	6787
27	MBKX	6699	70	MBKX	6743	113	MBKX	6788
28	MBKX	6700	71	MBKX	6744	114	MBKX	6789
29	MBKX	6701	72	MBKX	6745	115	MBKX	6790
30	MBKX	6702	73	MBKX	6747	116	MBKX	6791
31	MBKX	6703	74	MBKX	6748	117	MBKX	6792
32	MBKX	6704	75	MBKX	6749	118	MBKX	6793
33	MBKX	6705	76	MBKX	6750	119	MBKX	6794
34	MBKX	6706	77	MBKX	6751	120	MBKX	6795
35	MBKX	6707	78	MBKX	6752	121	MBKX	6796
36	MBKX	6708	79	MBKX	6753	122	MBKX	6797
37	MBKX	6710	80	MBKX	6754	123	MBKX	6798
38	MBKX	6711	81	MBKX	6755	124	MBKX	6799
39	MBKX	6712	82	MBKX	6756	125	MBKX	6800
40	MBKX	6713	83	MBKX	6757	126	MBKX	6801
41	MBKX	6714	84	MBKX	6758	127	MBKX	6802
42	MBKX	6715	85	MBKX	6759			
43	MBKX	6716	86	MBKX	6760			