



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 February 5, 2014 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:

(131) aluminum Bethgon II railcars within the series MBKX 5783 - MBKX 5916 (excluding MBKX 5787, MBKX 5821 and MBKX 5829).

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")**

FEBRUARY 5, 2014

This Memorandum of Lease Agreement is made and entered into as of February 5, 2014 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 thirty-one (131) 2005 FreightCar America built Aluminum Bethgon II railcars bearing marks and numbers as follows:

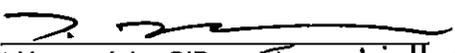
See attached Exhibit 1

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: KARTHIK KRISHNAMURTHY
Title: MANAGER - OPERATIONS & LOGISTICS

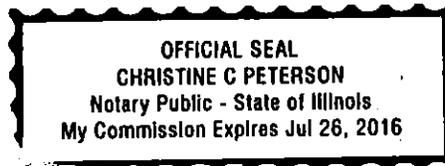
STATE OF ILLINOIS

COUNTY OF COOK

On this 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 KRISHNAMURTHY, to me personally known, who being by me duly sworn, says that he is the MANAGER OPER. & 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	5783	45	MBKX	5830	89	MBKX	5874
2	MBKX	5784	46	MBKX	5831	90	MBKX	5875
3	MBKX	5785	47	MBKX	5832	91	MBKX	5876
4	MBKX	5786	48	MBKX	5833	92	MBKX	5877
5	MBKX	5788	49	MBKX	5834	93	MBKX	5878
6	MBKX	5789	50	MBKX	5835	94	MBKX	5879
7	MBKX	5790	51	MBKX	5836	95	MBKX	5880
8	MBKX	5791	52	MBKX	5837	96	MBKX	5881
9	MBKX	5792	53	MBKX	5838	97	MBKX	5882
10	MBKX	5793	54	MBKX	5839	98	MBKX	5883
11	MBKX	5794	55	MBKX	5840	99	MBKX	5884
12	MBKX	5795	56	MBKX	5841	100	MBKX	5885
13	MBKX	5796	57	MBKX	5842	101	MBKX	5886
14	MBKX	5797	58	MBKX	5843	102	MBKX	5887
15	MBKX	5798	59	MBKX	5844	103	MBKX	5888
16	MBKX	5799	60	MBKX	5845	104	MBKX	5889
17	MBKX	5800	61	MBKX	5846	105	MBKX	5890
18	MBKX	5801	62	MBKX	5847	106	MBKX	5891
19	MBKX	5802	63	MBKX	5848	107	MBKX	5892
20	MBKX	5803	64	MBKX	5849	108	MBKX	5893
21	MBKX	5804	65	MBKX	5850	109	MBKX	5894
22	MBKX	5805	66	MBKX	5851	110	MBKX	5895
23	MBKX	5806	67	MBKX	5852	111	MBKX	5896
24	MBKX	5807	68	MBKX	5853	112	MBKX	5897
25	MBKX	5808	69	MBKX	5854	113	MBKX	5898
26	MBKX	5809	70	MBKX	5855	114	MBKX	5899
27	MBKX	5810	71	MBKX	5856	115	MBKX	5900
28	MBKX	5811	72	MBKX	5857	116	MBKX	5901
29	MBKX	5812	73	MBKX	5858	117	MBKX	5902
30	MBKX	5813	74	MBKX	5859	118	MBKX	5903
31	MBKX	5814	75	MBKX	5860	119	MBKX	5904
32	MBKX	5815	76	MBKX	5861	120	MBKX	5905
33	MBKX	5816	77	MBKX	5862	121	MBKX	5906
34	MBKX	5817	78	MBKX	5863	122	MBKX	5907
35	MBKX	5818	79	MBKX	5864	123	MBKX	5908
36	MBKX	5819	80	MBKX	5865	124	MBKX	5909
37	MBKX	5820	81	MBKX	5866	125	MBKX	5910
38	MBKX	5822	82	MBKX	5867	126	MBKX	5911
39	MBKX	5823	83	MBKX	5868	127	MBKX	5912
40	MBKX	5824	84	MBKX	5869	128	MBKX	5913
41	MBKX	5825	85	MBKX	5870	129	MBKX	5914
42	MBKX	5826	86	MBKX	5871	130	MBKX	5915
43	MBKX	5827	87	MBKX	5872	131	MBKX	5916
44	MBKX	5828	88	MBKX	5873			