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July 6, 1994

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VIA OVERNIGHT COURIER

Secretary
Interstate Commerce Commission
Room 2303
Washington, DC 20423

0100305008
RECORDATION NO. 18892 FILED

JUL 7 - 1994 - 9 35 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
JUL 7 1994
SECRETARY
ICCC

Attention: Mrs. Mildred Lee/DOCUMENTS FOR RECORDATION

Re: The CIT Group/Equipment Financing, Inc.

Dear Secretary:

I am an attorney representing a party to the enclosed document. I have enclosed three original counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is a Memorandum of Master Railcar Lease Agreement, a primary document, dated as of June 1, 1994.

The names and addresses of the parties to the enclosed documents are as follows:

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Lessees: The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226

and

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July 6, 1994

Midwest Energy Resources Company, Inc.
West Winter Street
P.O. Box 787
Superior, Wisconsin 54880

A description of the equipment covered by the foregoing document follows:

One Hundred Twenty-Five (125) aluminum BethGon Coalporter gondola railcars equipped with rotary couplers, built by Johnstown America in 1994, marked and numbered: MECX 1001-1125 (inclusive).

A fee of \$18.00 is enclosed. Please return any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to Stacy Powell-Bennett, Esq., Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

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

Memorandum of Master Railcar Lease Agreement by The CIT Group/Equipment Financing, Inc., New York, New York, and The Detroit Edison Company, Chicago, Illinois, and Midwest Energy Resources Company, Inc., Detroit, Michigan, dated as of June 1, 1994, covering 125 aluminum coal cars: MECX 1001-1125.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By



Stacy Powell-Bennett

Enclosures

cc: Brandon Smith
Timothy White
Richard Demarest Yant
William VanSlingerlandt

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 12, 1994

STACY POWELL-BENNETT
SEYPARTH, SHAW, FAIRWEATHER & GERALDSON
55 EAST MONROE ST., SUITE 4200
CHICAGO ILLINOIS 60603-5803

Dear MS. BENNETT:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/7/94 at 9:35AM, and assigned recordation number(s) 18892

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine you document.

Signature

Saledia M. Stokes

RECORDATION NO. **18892** FILED 1425

JUL 7 - 1994 - 9 35 AM

**MEMORANDUM
OF
MASTER RAILCAR LEASE AGREEMENT**

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF MASTER RAILCAR LEASE AGREEMENT is intended to evidence the Master Railcar Lease Agreement dated as of June 1, 1994 (the "Lease"), among The CIT Group/Equipment Financing, Inc., a New York corporation (the "Lessor"), having an address at 1211 Avenue of the Americas, New York, New York 10036, Midwest Energy Resources Company, Inc., a Michigan corporation ("MERC"), having an address at West Winter Street, Superior, Wisconsin 54880, and The Detroit Edison Company, a Michigan corporation ("DetroitEd"), having an address at 2000 Second Avenue, Detroit, Michigan 48226 (MERC and DetroitEd are referred to collectively herein as the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 USC §11303. The Lessor is the owner of the aluminum BethGon coal porter railcars, more fully described in Exhibit A hereto (the "Units"). The Lessee leased all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Master Railcar Lease Agreement to be duly executed as of the date first above written, and the undersigned signatories each hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

LESSOR:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Jean B. Stein*
Its: SVP

LESSEE:

MIDWEST ENERGY RESOURCES
COMPANY, INC.

By: *[Signature]*
Its: *President*

THE DETROIT EDISON COMPANY

By: *[Signature]*
Its: Manager

STATE OF New York
COUNTY OF New York ss:

On this 1st day of July, 1994, before me personally appeared Jean B. Stein, to me personally known, who, being by me duly sworn, says that he is Sr. Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.

Marian Valitzky
Notary Public

[Notarial Seal]

My commission expires:

MARIAN VALITZKY
Notary Public, State of New York
No. 31-4991572
Qualified in New York County
Commission Expires 2-3-96

STATE OF WI
COUNTY OF Douglas ss:

On this 8 day of June, 1994, before me personally appeared John Ethon, to me personally known, who, being by me duly sworn, says that he is President of MIDWEST ENERGY RESOURCES COMPANY, INC., and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.

Cindy Jennessy
Notary Public

[Notarial Seal]

My commission expires:

7-23-95

STATE OF MI)
COUNTY OF Wayne) ss:

On this 14 day of June, 1994, before me personally appeared Norman H. Barthlow, to me personally known, who, being by me duly sworn, says that he is Mgr.-Fuel Supply of THE DETROIT EDISON COMPANY, and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation,

Suzanne E. Kromath
Notary Public

[Notarial Seal]

My commission expires: 9-4-94

SUZANNE E. KROMATH
Notary Public, Wayne County, MI
My Commission Expires 9-4-94

EXHIBIT A
TO
MEMORANDUM OF MASTER RAILCAR LEASE AGREEMENT

EQUIPMENT

One Hundred Twenty-Five (125) 4400 cubic foot aluminum BethGon coal porter gondola railcars equipped with rotary coupler, to be built by Johnstown America in 1994 to Specification #JAC-X94009.

Marked and Numbered: MECX 1001 through 1125 (inclusive)

AAR Mechanical Designation: GT

AAR Car Type Code: J311