

L9995-B

MAR 28 1996 -9:40 AM

RECORDS SECTION

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

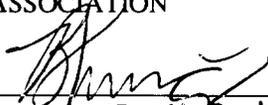
Memorandum of Lease Supplement No. 1, made and entered into as of March 28, 1996 by and between First Security Bank of Utah, National Association, a national banking association, as Owner Trustee ("*Lessor*") and The Detroit Edison Company, a Michigan corporation, as Lessee ("*Lessee*").

WITNESSETH:

- 1. The undersigned have entered into that certain Railcar Lease (the "*Lease*"), dated as of March 15, 1996, subject to the term defined in said Lease.
- 2. A memorandum of said Lease 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 Lease Supplement No. 1, dated March 28, 1996, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

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 and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By 
 Name: **Brett R. King**
 Title: **Trust Officer**

Executed on this 22nd day of March, 1996.

THE DETROIT EDISON COMPANY

By _____
 Name:
 Title:

Executed on this ____ day of March, 1996.

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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3. The undersigned have entered into that certain Lease Supplement No. 1, dated March 28, 1996, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

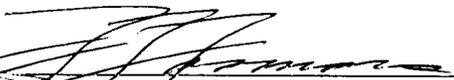
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of March, 1996.

THE DETROIT EDISON COMPANY

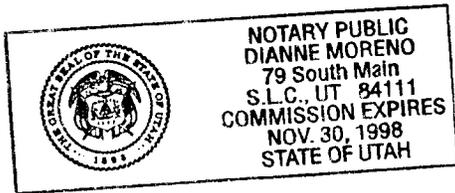
By 
Name: Leslie L. Loomans
Title: Vice President and Treasurer

Executed on this 25th day of March, 1996.

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 22nd day of March, 1996, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on March 22 1996 on behalf of said association 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 association.

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



Name: _____
Notary Public
My Commission Expires: [Signature]
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of THE DETROIT EDISON COMPANY, that said instrument was signed on March __, 1996 on behalf of said corporation by authority of its Board of Directors, and 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.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Michigan)
) SS.:
COUNTY OF Wayne)

On this, the 25th day of March, 1996, before me, a Notary Public in and for said County and State, personally appeared Leslie L. Loomans, who being by me duly sworn, says that (s)he is the V.P. and Treasurer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on March 25, 1996 on behalf of said association 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 association.

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

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of THE DETROIT EDISON COMPANY, that said instrument was signed on March __, 1996 on behalf of said corporation by authority of its Board of Directors, and 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.

PEARLE KOTLER
Notary Public, Macomb County, MI
My Commission Expires June 23, 1997
Name:
Notary Public
My Commission Expires:
Residing in _____ Pearle E. Kotler

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	149	DEEX 6488 through DEEX 6516 inclusive, DEEX 6518 through DEEX 6580 inclusive, DEEX 6582 through DEEX 6599 inclusive, DEEX 6602 through DEEX 6604 inclusive, DEEX 6606 through DEEX 6609 inclusive, DEEX 6611 through DEEX 6619 inclusive, DEEX 6621 through DEEX 6632 inclusive, DEEX 6634 through DEEX 6638 inclusive, DEEX 6640 through DEEX 6644 inclusive, DEEX 6646