

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

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April 26, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents: Memorandum of Lease Supplement No. 2, and Memorandum of Security Agreement Supplement No. 2, both dated as of April 29, 1996.

The enclosed documents relate to the Railcar Lease and other secondary documents related thereto which have previously been filed with the Board under Recordation Number 19995.

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

Memorandum of Lease Supplement No. 2

Lessor: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

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

Ph.
Surface Trans. Board

Mr. Vernon A. Williams
April 26, 1996
Page 2

Memorandum of Security Agreement
Supplement No. 2

Owner Trustee: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee: Wilmington Trust Company
Rodney Square
1100 North Market Street
Wilmington, Delaware 19890-0001

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

One hundred eighty-nine (189) gondola railcars bearing DEEX reporting marks and road numbers set forth on Exhibit A attached to the Lease Supplement No. 2.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

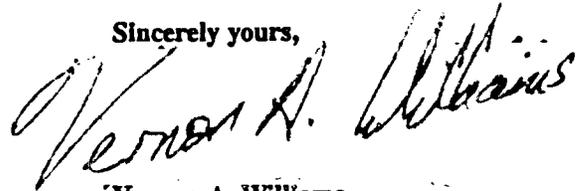
4/29/96

Robert W. Alvord
Alvord And Alvord
913 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/96 at 11:05AM, and assigned recordation number(s). 19995-E and 19995-F.

Sincerely yours,

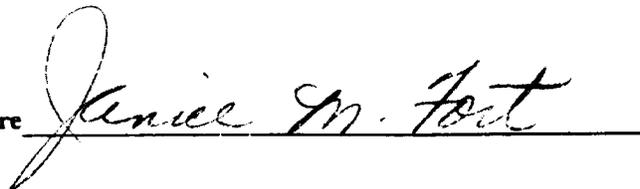


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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 typed 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 your document.

Signature



APR 29 1996

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2, made and entered into as of April 29, 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. 2, dated April 29, 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 Brett B. King
Name: Brett B. King
Title: Trust Officer

Executed on this 19th day of April, 1996.

THE DETROIT EDISON COMPANY

By _____
Name:
Title:

Executed on this ____ day of April, 1996.

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2, made and entered into as of April 29, 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. 2, dated April 29, 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.

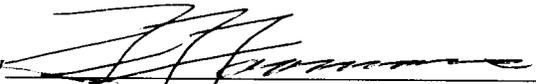
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of April, 1996.

THE DETROIT EDISON COMPANY

By 
Name: Leslie L. Loomans
Title: VICE PRESIDENT AND TREASURER

Executed on this 22nd day of April, 1996.

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 19th day of April, 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 April 19, 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: Janice Bryant
Notary Public
My Commission Expires:
Residing in _____

	NOTARY PUBLIC JANICE BRYANT 405 South Main 2nd Fl. S.L.C., UT 84111 COMMISSION EXPIRES SEPT. 14, 1997 STATE OF UTAH
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STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 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 April __, 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 _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on April __, 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.

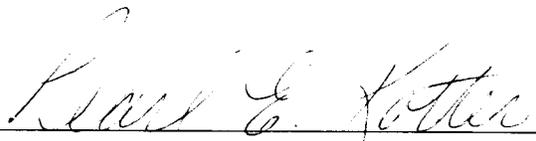
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 22nd day of April, 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 he is the VICE PRESIDENT AND TREASURER of THE DETROIT EDISON COMPANY, that said instrument was signed on April 22, 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: **PEARL E. KOTTER**
Notary Public **Notary Public, Macomb County, MI**
My Commission Expires **My Commission Expires June 23, 1997**
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	189	DEEX 6581, DEEX 6600 through DEEX 6601, inclusive, DEEX 6605, DEEX 6610, DEEX 6620, DEEX 6633, DEEX 6639, DEEX 6645, DEEX 6647 through DEEX 6650, inclusive, DEEX 6652, DEEX 6654 through DEEX 6656, inclusive, DEEX 6659 through DEEX 6795, inclusive, DEEX 6797 through DEEX 6798, inclusive, DEEX 6800 through DEEX 6807, inclusive, DEEX 6809 through DEEX 6814, inclusive, DEEX 6816 through DEEX 6821, inclusive, DEEX 6823 through DEEX 6832, inclusive, DEEX 6834, DEEX 6838 through DEEX 6839, inclusive.