

# CHAPMAN AND CUTLER

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May 30, 1996

*19995-H + J*

RECEIVED  
MAY 30 1996  
SALT LAKE CITY, UTAH

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: The Detroit Edison Company  
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 3, dated as of May 30, 1996, between the Lessee and the Lessor; and
- (2) Memorandum of Security Agreement Supplement No. 3, dated as of May 30, 1996, between the Owner Trustee and the Security Trustee.

The primary documents to which the Memorandum of Lease Supplement No. 3 and the Memorandum of Security Agreement Supplement No. 3 are connected are the Memorandum of Railcar Lease, dated as of March 28, 1996, and the Memorandum of Security Agreement, dated as of March 28, 1996, respectively, which were recorded with the Surface Transportation Board on March 28, 1996.

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

### MEMORANDUM OF LEASE SUPPLEMENT NO. 3

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

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

*W. A. Williams*  
*Secretary*

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MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 3

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 North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 3 and Memorandum of Security Agreement Supplement No. 3 is as set forth on Exhibit A hereto.

A fee of forty-two dollars (\$42.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 3:

Memorandum of Lease Supplement No. 3 between First Security Bank of Utah, National Association, as Lessor, 79 South Main Street, Salt Lake City, Utah 84111 and The Detroit Edison Company, as Lessee, 2000 Second Avenue, Detroit, Michigan 48226, dated as of May 30, 1996, covering new railroad rolling stock bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 3 is related to the Memorandum of Railcar Lease, dated as of March 28, 1996, between the Lessor and the Lessee which was filed with the Surface Transportation Board on March 28, 1996.

(2) MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 3:

Memorandum of Security Agreement Supplement No. 3 between First Security Bank of Utah, National Association, as Owner Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, as Security Trustee, Rodney

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Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of May 30, 1996, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing road numbers listed in the Schedule thereto. The Memorandum of Security Agreement Supplement No. 3 is related to the Memorandum of Security Agreement, dated as of March 28, 1996, between the Owner Trustee and the Security Trustee, which was filed with the Surface Transportation Board on March 28, 1996.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

AJF/wp  
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	207	DEEX 6517, DEEX 6651, DEEX 6653, DEEX 6657 through DEEX 6658, inclusive DEEX 6796, DEEX 6799, DEEX 6808, DEEX 6815, DEEX 6822, DEEX 6833, DEEX 6835 through DEEX 6837, inclusive DEEX 6840 through DEEX 6877, inclusive DETX 1001 through DETX 1126, inclusive DETX 1129, DETX 1133 through DETX 1140, inclusive DETX 1142 through DETX 1160, inclusive DETX 1169

19995-H

MEMORANDUM OF LEASE SUPPLEMENT NO. 3

Memorandum of Lease Supplement No. 3, made and entered into as of May 30, 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, dated as of March 15, 1996 (the "Lease"), subject to the term defined in said Lease.
- 2. A memorandum of said Lease was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.
- 3. The undersigned have entered into that certain Lease Supplement No. 3, dated May 30, 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 R. King  
Name: **BRETT R. KING**  
Title: **ASSISTANT VICE PRESIDENT**

Executed on this 23rd day of May, 1996.

THE DETROIT EDISON COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of May, 1996.

MEMORANDUM OF LEASE SUPPLEMENT NO. 3

Memorandum of Lease Supplement No. 3, made and entered into as of May 30, 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, dated as of March 15, 1996 (the "*Lease*"), subject to the term defined in said Lease.

2. A memorandum of said Lease was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 3, dated May 30, 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.

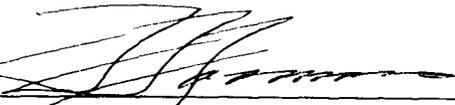
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of May, 1996.

THE DETROIT EDISON COMPANY

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

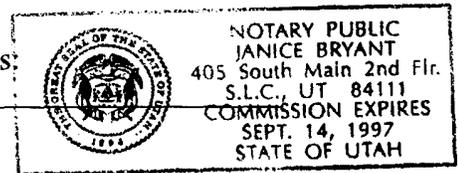
Executed on this 24<sup>th</sup> day of May, 1996.

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

On this, the 23<sup>rd</sup> day of May, 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 ~~Asst. Vice President~~ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on May 23, 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.

Janice Bryant  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of May, 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 May \_\_, 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 May, 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 May \_\_, 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 24th day of May, 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 May 24, 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 E. Kotter  
Name:  
Notary Public  
My Commission Expires: **PEARLE KOTTER**  
Residing in \_\_\_\_\_ **Notary Public, Macomb County, MI**  
**My Commission Expires June 23, 1997**

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	207	DEEX 6517, DEEX 6651, DEEX 6653, DEEX 6657 through DEEX 6658, inclusive DEEX 6796, DEEX 6799, DEEX 6808, DEEX 6815, DEEX 6822, DEEX 6833, DEEX 6835 through DEEX 6837, inclusive DEEX 6840 through DEEX 6877, inclusive DETX 1001 through DETX 1126, inclusive DETX 1129, DETX 1133 through DETX 1140, inclusive DETX 1142 through DETX 1160, inclusive DETX 1169