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June 14, 1996

19995-K+L

JUN 14 1996

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

JUN 14 8 40 AM '96

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. 4, dated as of June 14, 1996, between the Lessee and the Lessor; and

(2) Memorandum of Security Agreement Supplement No. 4, dated as of June 14, 1996, between the Owner Trustee and the Security Trustee.

The primary documents to which the Memorandum of Lease Supplement No. 4 and the Memorandum of Security Agreement Supplement No. 4 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. 4

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

Counterparts

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 4

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. 4 and Memorandum of Security Agreement Supplement No. 4 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. 4:

Memorandum of Lease Supplement No. 4 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 June 14, 1996, covering new railroad rolling stock bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 4 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. 4:

Memorandum of Security Agreement Supplement No. 4 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

Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of June 14, 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. 4 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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	95	DETX 1127 through DETX 1128, inclusive, DETX 1130 through DETX 1132, inclusive, DETX 1141 DETX 1161 through DETX 1168, inclusive, DETX 1170 through DETX 1250, inclusive

19995-K

JUN 14 1996

MEMORANDUM OF LEASE SUPPLEMENT NO. 4

Memorandum of Lease Supplement No. 4, made and entered into as of June 14, 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. 4, dated June 14, 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: Assistant Vice President

Executed on this 10th day of June, 1996.

THE DETROIT EDISON COMPANY

By _____
Name:
Title:

Executed on this ____ day of June, 1996.

MEMORANDUM OF LEASE SUPPLEMENT NO. 4

Memorandum of Lease Supplement No. 4, made and entered into as of June 14, 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. 4, dated June 14, 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 June, 1996.

THE DETROIT EDISON COMPANY

By_____
Name: Leslie L. Loomans
Title: [illegible]

Executed on this 3rd day of June, 1996.

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

On this, the 10th day of June, 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 June 10th, 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.

NOTARY PUBLIC
DIANNE MORENO
79 South Main
S.L.C., UT 84111
COMMISSION EXPIRES
NOV. 30, 1998
STATE OF UTAH

Name: D Moreno
Notary Public
My Commission Expires:
Residing in_____

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

On this, the _____ day of June, 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 June __, 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 June, 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 June __, 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 3rd day of June, 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 _____ of THE DETROIT EDISON COMPANY, that said instrument was signed on June 3, 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.

Rosalind A. (Golden) Wilson
Name: Rosalind A. (Golden) Wilson
Notary Public Wayne
My Commission Expires: 4/16/98
Residing in Wayne County, Detroit, MI

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	95	DETX 1127 through DETX 1128, inclusive, DETX 1130 through DETX 1132, inclusive, DETX 1141 DETX 1161 through DETX 1168, inclusive, DETX 1170 through DETX 1250, inclusive