RECORDATION NO. 26145 FILED

JAN 23 '06 4-02 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

January 20, 2006

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 a Memorandum of Equipment Lease Agreement, dated as of January 20, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Owner Trustee: DEC Statutory Trust 2006-1,
c/o U.S. Bank Trust National Association,
not in its individual capacity but solely as
trustee for the Trust
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated January 23, 2006, between DEC STATUTORY TRUST 2006-1, a Connecticut statutory trust (the "*Trust*", or the "*Owner Trustee*", which term includes, if the context requires, U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee) and THE DETROIT EDISON COMPANY, a Michigan corporation (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

Owner Trustee and Lessee have entered into that certain Equipment Lease Agreement (DEC Statutory Trust 2006-1) dated as of January 20, 2006 (the "*Lease*"), that certain Lease Supplement No. 1 (DEC Statutory Trust 2006-1) dated January 23, 2006 ("*Lease Supplement No. 1*") (the terms of which are incorporated herein by reference), covering the railroad equipment (the "Equipment") identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

The Lease and Lease Supplement No. 1 shall be effective as of the respective dates thereof.

This memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said railroad equipment by Owner Trustee, the leasehold interest therein of the Lessee and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE DETROIT EDISON COMPANY

By: _____
Name: Robert J. Buckler
Title: President and COO

DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: _____
Name: _____
Title: _____

STATE OF MICHIGAN)
) ss.:
COUNTY OF WAYNE)

On this 23 day of January, 2006, before me personally appeared Robert J. Buckler, to me personally known, who, by me being duly sworn, says that he/she is President and COO of THE DETROIT EDISON COMPANY, and that the foregoing instrument was signed on behalf of said Michigan corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
Nancy Jo Wilk-Stasyk
Macomb County, Michigan Acting Wayne County

My commission expires March 19, 2011

NANCY JO WILK-STASYK
NOTARY PUBLIC, STATE OF MI
COUNTY OF MACOMB
MY COMMISSION EXPIRES Mar 19, 2011
ACTING IN COUNTY OF Wayne

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said railroad equipment by Owner Trustee, the leasehold interest therein of the Lessee and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE DETROIT EDISON COMPANY

By: _____
Name: _____
Title: _____

DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: _____
Name: Arthur L. Blakeslee
Title: Vice President

STATE OF Connecticut)
) ss.:
COUNTY OF Hartford)

On this ____ day of January, 2006, before me personally appeared Arthur L. Blakeslee, to me personally known, who, by me being duly sworn, says that he/she is Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

Karen R. Felt
Notary Public

My commission expires

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/2009

Schedule A to Memorandum of Lease

1	DETX	994000	51	DETX	994051	101	DETX	994104	151	DETX	994157
2	DETX	994001	52	DETX	994052	102	DETX	994105	152	DETX	994158
3	DETX	994002	53	DETX	994053	103	DETX	994106	153	DETX	994159
4	DETX	994003	54	DETX	994054	104	DETX	994107	154	DETX	994160
5	DETX	994004	55	DETX	994055	105	DETX	994108	155	DETX	994161
6	DETX	994005	56	DETX	994056	106	DETX	994109	156	DETX	994162
7	DETX	994006	57	DETX	994057	107	DETX	994110	157	DETX	994163
8	DETX	994007	58	DETX	994058	108	DETX	994111	158	DETX	994164
9	DETX	994008	59	DETX	994059	109	DETX	994112	159	DETX	994165
10	DETX	994009	60	DETX	994060	110	DETX	994113	160	DETX	994166
11	DETX	994010	61	DETX	994062	111	DETX	994114	161	DETX	994167
12	DETX	994011	62	DETX	994063	112	DETX	994115	162	DETX	994168
13	DETX	994012	63	DETX	994064	113	DETX	994116	163	DETX	994169
14	DETX	994013	64	DETX	994065	114	DETX	994117	164	DETX	994170
15	DETX	994014	65	DETX	994066	115	DETX	994119	165	DETX	994171
16	DETX	994015	66	DETX	994067	116	DETX	994120	166	DETX	994172
17	DETX	994016	67	DETX	994068	117	DETX	994121	167	DETX	994173
18	DETX	994017	68	DETX	994069	118	DETX	994122	168	DETX	994174
19	DETX	994018	69	DETX	994070	119	DETX	994123	169	DETX	994175
20	DETX	994019	70	DETX	994071	120	DETX	994124	170	DETX	994176
21	DETX	994020	71	DETX	994072	121	DETX	994125	171	DETX	994177
22	DETX	994021	72	DETX	994073	122	DETX	994126	172	DETX	994178
23	DETX	994022	73	DETX	994074	123	DETX	994127	173	DETX	994179
24	DETX	994023	74	DETX	994075	124	DETX	994128	174	DETX	994180
25	DETX	994025	75	DETX	994076	125	DETX	994129	175	DETX	994181
26	DETX	994026	76	DETX	994077	126	DETX	994130	176	DETX	994182
27	DETX	994027	77	DETX	994078	127	DETX	994131	177	DETX	994183
28	DETX	994028	78	DETX	994079	128	DETX	994132	178	DETX	994184
29	DETX	994029	79	DETX	994080	129	DETX	994133	179	DETX	994185
30	DETX	994030	80	DETX	994081	130	DETX	994134	180	DETX	994187
31	DETX	994031	81	DETX	994082	131	DETX	994135	181	DETX	994188
32	DETX	994032	82	DETX	994083	132	DETX	994136	182	DETX	994189
33	DETX	994033	83	DETX	994084	133	DETX	994138	183	DETX	994190
34	DETX	994034	84	DETX	994085	134	DETX	994139	184	DETX	994191
35	DETX	994035	85	DETX	994086	135	DETX	994140	185	DETX	994192
36	DETX	994036	86	DETX	994087	136	DETX	994141	186	DETX	994193
37	DETX	994037	87	DETX	994088	137	DETX	994142	187	DETX	994194
38	DETX	994038	88	DETX	994089	138	DETX	994143	188	DETX	994195
39	DETX	994039	89	DETX	994091	139	DETX	994144	189	DETX	994196
40	DETX	994040	90	DETX	994092	140	DETX	994145	190	DETX	994197
41	DETX	994041	91	DETX	994093	141	DETX	994147	191	DETX	994198
42	DETX	994042	92	DETX	994094	142	DETX	994148	192	DETX	994199
43	DETX	994043	93	DETX	994095	143	DETX	994149	193	DETX	994200
44	DETX	994044	94	DETX	994096	144	DETX	994150	194	DETX	994201
45	DETX	994045	95	DETX	994097	145	DETX	994151	195	DETX	994202
46	DETX	994046	96	DETX	994098	146	DETX	994152	196	DETX	994203
47	DETX	994047	97	DETX	994100	147	DETX	994153	197	DETX	994204
48	DETX	994048	98	DETX	994101	148	DETX	994154	198	DETX	994205
49	DETX	994049	99	DETX	994102	149	DETX	994155	199	DETX	994206
50	DETX	994050	100	DETX	994103	150	DETX	994156	200	DETX	994207

201	DETX	994208	251	DETX	994259	301	DETX	994311	351	DETX	994363
202	DETX	994209	252	DETX	994260	302	DETX	994312	352	DETX	994364
203	DETX	994210	253	DETX	994261	303	DETX	994313	353	DETX	994365
204	DETX	994211	254	DETX	994262	304	DETX	994314	354	DETX	994366
205	DETX	994212	255	DETX	994263	305	DETX	994315	355	DETX	994367
206	DETX	994213	256	DETX	994264	306	DETX	994316	356	DETX	994368
207	DETX	994214	257	DETX	994265	307	DETX	994317	357	DETX	994369
208	DETX	994215	258	DETX	994266	308	DETX	994318	358	DETX	994370
209	DETX	994216	259	DETX	994267	309	DETX	994319	359	DETX	994371
210	DETX	994217	260	DETX	994268	310	DETX	994320	360	DETX	994372
211	DETX	994218	261	DETX	994269	311	DETX	994321	361	DETX	994373
212	DETX	994219	262	DETX	994270	312	DETX	994322	362	DETX	994374
213	DETX	994220	263	DETX	994271	313	DETX	994323	363	DETX	994375
214	DETX	994221	264	DETX	994272	314	DETX	994324	364	DETX	994376
215	DETX	994222	265	DETX	994273	315	DETX	994325	365	DETX	994377
216	DETX	994223	266	DETX	994274	316	DETX	994326	366	DETX	994378
217	DETX	994224	267	DETX	994275	317	DETX	994327	367	DETX	994379
218	DETX	994225	268	DETX	994276	318	DETX	994328			
219	DETX	994226	269	DETX	994277	319	DETX	994329			
220	DETX	994227	270	DETX	994278	320	DETX	994330			
221	DETX	994228	271	DETX	994279	321	DETX	994331			
222	DETX	994229	272	DETX	994280	322	DETX	994332			
223	DETX	994230	273	DETX	994281	323	DETX	994334			
224	DETX	994231	274	DETX	994282	324	DETX	994335			
225	DETX	994232	275	DETX	994283	325	DETX	994336			
226	DETX	994233	276	DETX	994284	326	DETX	994337			
227	DETX	994234	277	DETX	994285	327	DETX	994338			
228	DETX	994235	278	DETX	994286	328	DETX	994339			
229	DETX	994236	279	DETX	994287	329	DETX	994340			
230	DETX	994237	280	DETX	994288	330	DETX	994341			
231	DETX	994238	281	DETX	994290	331	DETX	994342			
232	DETX	994239	282	DETX	994291	332	DETX	994343			
233	DETX	994240	283	DETX	994292	333	DETX	994344			
234	DETX	994241	284	DETX	994293	334	DETX	994345			
235	DETX	994242	285	DETX	994294	335	DETX	994346			
236	DETX	994243	286	DETX	994296	336	DETX	994347			
237	DETX	994244	287	DETX	994297	337	DETX	994348			
238	DETX	994245	288	DETX	994298	338	DETX	994349			
239	DETX	994246	289	DETX	994299	339	DETX	994350			
240	DETX	994247	290	DETX	994300	340	DETX	994351			
241	DETX	994248	291	DETX	994301	341	DETX	994352			
242	DETX	994249	292	DETX	994302	342	DETX	994353			
243	DETX	994250	293	DETX	994303	343	DETX	994354			
244	DETX	994251	294	DETX	994304	344	DETX	994355			
245	DETX	994252	295	DETX	994305	345	DETX	994356			
246	DETX	994253	296	DETX	994306	346	DETX	994357			
247	DETX	994254	297	DETX	994307	347	DETX	994358			
248	DETX	994255	298	DETX	994308	348	DETX	994360			
249	DETX	994257	299	DETX	994309	349	DETX	994361			
250	DETX	994258	300	DETX	994310	350	DETX	994362			

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: January 23, 2006

Edward M. Luria