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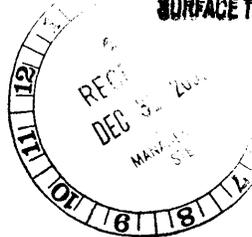
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RECORDATION NO. 23410-6 FILED

JAN 8 3 '02

11-03 AM

**SURFACE TRANSPORTATION BOARD**



December 28, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 30, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **DTE COAL SERVICES, INC.**  
425 South Main Street, Suite 106, Ann Arbor, MI 48104

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **DTE COAL SERVICES, INC.**, covering 115 coal gons with reporting marks and numbers – CEFX 40925 – CEFX 41230, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23410 dated 3/19/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE ~~AMENDED~~ 3 '02

11-03 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as ~~October~~ <sup>SURFACE TRANSPORTATION BOARD</sup> October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and DTE COAL SERVICES, INC., a Michigan corporation, with an address at 425 South Main Street, Suite 106, Ann Arbor, MI 48104 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 23, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 19, 2001 and given Recordation Number 23410.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DTE COAL SERVICES, INC.

By: John P. Stearn  
Name: John P. Stearn  
Title: VP SALES

**SCHEDULE A**

Quantity  
115

Equipment Description  
Aluminium coal gons

Car Marks and Numbers

1	CEFX	40925	58	CEFX	41289
2	CEFX	40931	59	CEFX	41257
3	CEFX	40929	60	CEFX	41253
4	CEFX	40928	61	CEFX	41251
5	CEFX	40924	62	CEFX	41283
6	CEFX	41052	63	CEFX	41277
7	CEFX	41051	64	CEFX	41280
8	CEFX	41031	65	CEFX	41059
9	CEFX	41273	66	CEFX	41195
10	CEFX	41271	67	CEFX	41190
11	CEFX	41270	68	CEFX	41191
12	CEFX	41258	69	CEFX	41192
13	CEFX	41216	70	CEFX	41249
14	CEFX	41303	71	CEFX	41248
15	CEFX	41215	72	CEFX	41247
16	CEFX	41302	73	CEFX	41308
17	CEFX	41194	74	CEFX	41307
18	CEFX	41193	75	CEFX	41311
19	CEFX	41198	76	CEFX	41310
20	CEFX	41197	77	CEFX	41309
21	CEFX	41196	78	CEFX	41315
22	CEFX	41201	79	CEFX	41222
23	CEFX	41200	80	CEFX	40994
24	CEFX	41204	81	CEFX	40993
25	CEFX	41319	82	CEFX	41030
26	CEFX	41159	83	CEFX	40992
27	CEFX	41267	84	CEFX	40936
28	CEFX	41313	85	CEFX	40926
29	CEFX	41229	86	CEFX	41304
30	CEFX	41263	87	CEFX	41243
31	CEFX	40990	88	CEFX	41242
32	CEFX	40991	89	CEFX	41220
33	CEFX	41244	90	CEFX	41132
34	CEFX	41245	91	CEFX	41260
35	CEFX	41236	92	CEFX	41203
36	CEFX	41237	93	CEFX	41202
37	CEFX	41234	94	CEFX	41207
38	CEFX	41272	95	CEFX	41210
39	CEFX	41292	96	CEFX	41208
40	CEFX	41001	97	CEFX	41211
41	CEFX	41231	98	CEFX	41281
42	CEFX	41226	99	CEFX	41274
43	CEFX	41223	100	CEFX	41300
44	CEFX	41218	101	CEFX	40781
45	CEFX	41219	102	CEFX	41306
46	CEFX	41213	103	CEFX	41199
47	CEFX	41214	104	CEFX	41275
48	CEFX	41266	105	CEFX	41299
49	CEFX	41224	106	CEFX	41284
50	CEFX	41225	107	CEFX	41282
51	CEFX	41293	108	CEFX	41205
52	CEFX	41297	109	CEFX	41209
53	CEFX	41294	110	CEFX	41212
54	CEFX	41288	111	CEFX	41279
55	CEFX	41254	112	CEFX	40871
56	CEFX	41250	113	CEFX	40886
57	CEFX	41261	114	CEFX	40839
			115	CEFX	41230