



CORPORATION SERVICE COMPANY

January 12, 2004

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

RECORDATION NO. 21649-B FILED

JAN 14 '04 11-29 AM

SURFACE TRANSPORTATION BOARD



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 24, 2003 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: **THE DETROIT EDISON COMPANY**
Room 1140 WCB, 2000 Second Avenue, Detroit, MI 48226

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: **THE DETROIT EDISON COMPANY** covering 120 coal gondolas with reporting marks and numbers – CEFX 40731 – CEFX 43242, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21649 dated 9/16/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of November, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE DETROIT EDISON COMPANY, a New York corporation, with an address at Room 1140 WCB, 2000 Second Avenue, Detroit, MI 48226 (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 September 1, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 16, 1998 and given Recordation Number 21649.

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.

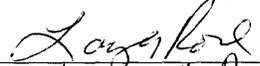
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

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.

THE DETROIT EDISON COMPANY

By: 
Name: Larry A. Rose
Title: Manager

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars			Equipment Description					
120	4,480 C.F. aluminum coal gondola							
1	CEFX	40731	53	CEFX	40884	105	CEFX	41320
2	CEFX	40735	54	CEFX	40885	106	CEFX	41321
3	CEFX	40741	55	CEFX	40887	107	CEFX	41322
4	CEFX	40768	56	CEFX	40888	108	CEFX	41323
5	CEFX	40822	57	CEFX	40889	109	CEFX	41324
6	CEFX	40825	58	CEFX	40890	110	CEFX	42937
7	CEFX	40835	59	CEFX	40891	111	CEFX	42974
8	CEFX	40836	60	CEFX	40892	112	CEFX	43066
9	CEFX	40837	61	CEFX	40893	113	CEFX	43069
10	CEFX	40838	62	CEFX	40894	114	CEFX	43159
11	CEFX	40840	63	CEFX	40895	115	CEFX	43160
12	CEFX	40841	64	CEFX	40896	116	CEFX	43185
13	CEFX	40842	65	CEFX	40897	117	CEFX	43193
14	CEFX	40843	66	CEFX	40898	118	CEFX	43210
15	CEFX	40844	67	CEFX	40899	119	CEFX	43238
16	CEFX	40845	68	CEFX	40900	120	CEFX	43242
17	CEFX	40846	69	CEFX	40901			
18	CEFX	40847	70	CEFX	40902			
19	CEFX	40848	71	CEFX	40903			
20	CEFX	40849	72	CEFX	40904			
21	CEFX	40850	73	CEFX	41206			
22	CEFX	40851	74	CEFX	41217			
23	CEFX	40852	75	CEFX	41221			
24	CEFX	40853	76	CEFX	41228			
25	CEFX	40854	77	CEFX	41232			
26	CEFX	40855	78	CEFX	41233			
27	CEFX	40856	79	CEFX	41235			
28	CEFX	40857	80	CEFX	41238			
29	CEFX	40858	81	CEFX	41239			
30	CEFX	40859	82	CEFX	41240			
31	CEFX	40860	83	CEFX	41241			
32	CEFX	40861	84	CEFX	41246			
33	CEFX	40862	85	CEFX	41252			
34	CEFX	40863	86	CEFX	41256			
35	CEFX	40864	87	CEFX	41259			
36	CEFX	40865	88	CEFX	41262			
37	CEFX	40866	89	CEFX	41264			
38	CEFX	40867	90	CEFX	41265			
39	CEFX	40868	91	CEFX	41268			
40	CEFX	40869	92	CEFX	41269			
41	CEFX	40870	93	CEFX	41276			
42	CEFX	40872	94	CEFX	41278			
43	CEFX	40873	95	CEFX	41285			
44	CEFX	40874	96	CEFX	41286			
45	CEFX	40875	97	CEFX	41287			
46	CEFX	40876	98	CEFX	41290			
47	CEFX	40877	99	CEFX	41291			
48	CEFX	40879	100	CEFX	41295			
49	CEFX	40880	101	CEFX	41296			
50	CEFX	40881	102	CEFX	41298			
51	CEFX	40882	103	CEFX	41312			
52	CEFX	40883	104	CEFX	41318			