



CORPORATION SERVICE COMPANY

March 1, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 21649-C FILED

MAR 02 '05 11-37 AM

SURFACE TRANSPORTATION BOARD



RE: 141964-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 22, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor 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 114 coal gondolas with reporting marks and numbers –CEFX 40731 – CEFX 73242 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21649-B dated 1/14/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MAR 02 '05 11:37 AM

MEMORANDUM OF LEASE EXTENSION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22 day of October 2004, 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:

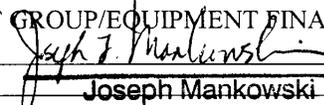
WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of October 22, 2004 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of November 24, 2003 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 14, 2004 as recordation number 21649-B.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

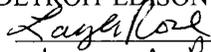
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Joseph Mankowski
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 Operations & Logistics


GARY E. LAPPLANDER
DIRECTOR
10/26/04

Schedule A

Number of Cars

Equipment Description

114 4,480 C.F. aluminum coal gondola

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