

RECORDATION NO. 5485-^{MM}MM FILED

JAN 23 '06 11-22 AM

SURFACE TRANSPORTATION BOARD

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

January 23, 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 an Indenture (Partial Release Agreement), dated as of January 19, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Mortgage and Deed of Trust previously filed with the Commission under Recordation Number 5485.

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

- | | |
|----------|---|
| Trustee: | J.P. Morgan Trust Company, National Association
611 Woodward Avenue
Detroit, Michigan 48226 |
| Company: | The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226 |

Mr. Vernon A. Williams
January 23, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

380 cars: DETX 994000 - DETX 994379.

A short summary of the document to appear in the index is:

Indenture (Partial Release Agreement).

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Indenture (Partial Release Agreement)

JAN 23 2006

11-22 AM

SURFACE

REGISTRATION BOARD

This Partial Release Agreement is made on January 19, 2006, by Trustee and Edison.

"Trustee" is: J.P. Morgan Trust Company, National Association, 611 Woodward Avenue, Detroit, Michigan 48226

"Edison" is: The Detroit Edison Company, a Michigan corporation, 2000 Second Avenue, Detroit, MI 48226

Recitals

1. Trustee and Edison have previously entered into a Mortgage and Deed of Trust dated October 1, 1924 ("Trust Mortgage").
2. Trustee and Edison have also entered into certain supplemental indentures to the Trust Mortgage.
3. The Trust Mortgage permits Edison to sell or exchange the property described on Exhibit A (the "Property") and permits the Trustee to release the Property from the Trust Mortgage lien.
4. Pursuant to the provisions of Article X of the Trust Mortgage, Edison has requested the undersigned, as Trustee of the Trust Mortgage, to release the Property from the Trust Mortgage lien.
5. Edison has met the Trust Mortgage conditions for the release of the Property and is entitled to have the Property released from the Trust Mortgage lien.

NOW THEREFORE, in consideration of the above recitals, Trustee does hereby release and quitclaim from the Trust Mortgage lien all its right, title, and interest to the Property.

A. The undersigned acknowledges and agrees that Edison has met the conditions under the Trust Mortgage for the release of the Property and is entitled to have the Property released from the Trust Mortgage lien.

B. This Partial Release Agreement will not affect the Trust Mortgage lien on other properties that are subject to the Trust Mortgage lien and that are not expressly released by this Partial Release Agreement.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

Witnessed by: (type or print name under signature)

Candice A. Hall

CANDICE A. HALL

Linda L. Bufford

Linda L. Bufford

Witnessed by: (type or print name under signature)

Anthony G. Morrow

Anthony G. Morrow

Jaileah X. Huddleston

Jaileah X. Huddleston

J.P. Morgan Trust Company, National Association, as Trustee under the October 1, 1924 Trust Mortgage of the Detroit Edison Company

J. Michael Baras

J. MICHAEL BARAS, VICE PRESIDENT

Tammy L. Davis

TAMMY L. DAVIS
VICE PRESIDENT

The Detroit Edison Company

N. A. Khouri

N. A. Khouri
Vice President and Treasurer

Sandra Kay Ennis

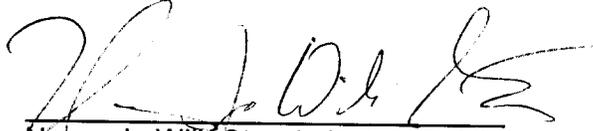
Sandra Kay Ennis
Corporate Secretary

STATE OF MICHIGAN)
) SS
COUNTY OF WAYNE)

ACKNOWLEDG-
MENT OF
EXECUTION BY
EDISON.

Signed and sworn to by N. A. Khouri and Sandra Kay Ennis before me, a Notary Public within and for the County of Macomb, State of Michigan, acting in the County of Wayne, on January 19, 2006.

(Notarial Seal)



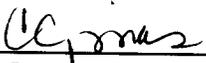
Nancy Jo Wilk-Stasyk, Notary Public
County of Macomb, State of Michigan
My Commission Expires: March 19, 2011
Acting in County of Wayne

STATE OF MICHIGAN)
) SS
COUNTY OF WAYNE)

ACKNOWLEDG-
MENT OF
EXECUTION BY
TRUSTEE.

Signed and sworn to by J. Michael Banas and Tammy L. Davis before me, a Notary Public within and for the County of Wayne, State of Michigan, acting in the County of Wayne, on January 20, 2006.

(Notarial Seal)


C. CIZMAS, Notary Public
County of MACOMB, State of Michigan
My Commission Expires: 10-5-2007
Acting in County of Wayne

C. CIZMAS
NOTARY PUBLIC – MICHIGAN
MACOMB COUNTY ACTING IN WAYNE COUNTY
MY COMMISSION EXPIRES 10-5-2007

Exhibit A

380 - aluminum four pocket manual discharge 3770 cf quad hopper railcars with rotary couplers, capable of loading 286,000 pounds gross rail load and bearing the following road marks and numbers: DETX 994000 - DETX 994379.