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APR 12 '06 2-54 PM

SURFACE TRANSPORTATION BOARD

APR 12 2006 RECEIVED

April 5, 2006

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

RE: 151337-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 6, 2006 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**
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 – CEFX40117 – CEFX 43239 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars ($33.00) is enclosed.

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

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

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APR 2 '06 2-54 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of March, 2006, 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 Michigan corporation, with an address at 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 DTE Coal Services, Inc. entered into that certain Master Railcar Lease dated January 23, 2001 and Schedule No.1 thereto dated January 23, 2001, Schedule No. 3 dated May 22, 2001 and Schedule No. 07 dated March 6, 2003 (hereinafter collectively referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, DTE Coal Services, Inc. assigned the Lease to Lessee effective as of January 1 2006 and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 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 appropriate authority 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: William P. O'Brien
Title: 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: ROBERT J. BUCKLER
Title: PRESIDENT & COO DETROIT EDISON

Schedule A

Number of Cars	Equipment Description
120	Aluminum Coal Gondolas

1	CEFX	40117
2	CEFX	40118
3	CEFX	40119
4	CEFX	40120
5	CEFX	40121
6	CEFX	40123
7	CEFX	40124
8	CEFX	40128
9	CEFX	40129
10	CEFX	40130
11	CEFX	40131
12	CEFX	40133
13	CEFX	40134
14	CEFX	40136
15	CEFX	40137
16	CEFX	40139
17	CEFX	40140
18	CEFX	40145
19	CEFX	40151
20	CEFX	40152
21	CEFX	40154
22	CEFX	40158
23	CEFX	40159
24	CEFX	40160
25	CEFX	40161
26	CEFX	40166
27	CEFX	40168
28	CEFX	40169
29	CEFX	40170
30	CEFX	40172
31	CEFX	40173
32	CEFX	40174
33	CEFX	40175
34	CEFX	40176
35	CEFX	40177
36	CEFX	40179
37	CEFX	40180
38	CEFX	40184
39	CEFX	40185
40	CEFX	40189
41	CEFX	40195
42	CEFX	40197
43	CEFX	40198
44	CEFX	40200
45	CEFX	40202
46	CEFX	40203
47	CEFX	40207
48	CEFX	40210
49	CEFX	40211
50	CEFX	40212
51	CEFX	40213
52	CEFX	40214
53	CEFX	40215
54	CEFX	40216
55	CEFX	40217
56	CEFX	40218
57	CEFX	40221
58	CEFX	40222
59	CEFX	40226
60	CEFX	40227
61	CEFX	40230
62	CEFX	40231
63	CEFX	40232
64	CEFX	40233
65	CEFX	40240
66	CEFX	40251
67	CEFX	40252
68	CEFX	40258
69	CEFX	40267
70	CEFX	40275
71	CEFX	40288
72	CEFX	40289
73	CEFX	40291
74	CEFX	40294
75	CEFX	40296
76	CEFX	40297
77	CEFX	40310
78	CEFX	40312
79	CEFX	40315
80	CEFX	40316
81	CEFX	40319
82	CEFX	40340
83	CEFX	40343
84	CEFX	40345
85	CEFX	40346
86	CEFX	40350
87	CEFX	40383
88	CEFX	40384
89	CEFX	40394
90	CEFX	40401
91	CEFX	40403
92	CEFX	40408
93	CEFX	40420
94	CEFX	40424
95	CEFX	40435
96	CEFX	40436
97	CEFX	40455
98	CEFX	40457
99	CEFX	40476
100	CEFX	40479
101	CEFX	40486
102	CEFX	40487
103	CEFX	40492
104	CEFX	40499
105	CEFX	40503
106	CEFX	40504
107	CEFX	40512
108	CEFX	40516
109	CEFX	40517
110	CEFX	40536
111	CEFX	40537
112	CEFX	40554
113	CEFX	40556
114	CEFX	40561
115	CEFX	40562
116	CEFX	40566
117	CEFX	40571
118	CEFX	40578
119	CEFX	40583
120	CEFX	40593

Schedule A

Number of Cars	Equipment Description
120	Aluminum Coal Gondolas

1	CEFX	40015	53	CEFX	40974	105	CEFX	41037
2	CEFX	40054	54	CEFX	40975	106	CEFX	41038
3	CEFX	40057	55	CEFX	40976	107	CEFX	41039
4	CEFX	40081	56	CEFX	40977	108	CEFX	41040
5	CEFX	40094	57	CEFX	40978	109	CEFX	41041
6	CEFX	40920	58	CEFX	40979	110	CEFX	41042
7	CEFX	40921	59	CEFX	40980	111	CEFX	41043
8	CEFX	40922	60	CEFX	40981	112	CEFX	41044
9	CEFX	40923	61	CEFX	40982	113	CEFX	41045
10	CEFX	40927	62	CEFX	40983	114	CEFX	41046
11	CEFX	40930	63	CEFX	40984	115	CEFX	41047
12	CEFX	40932	64	CEFX	40985	116	CEFX	41048
13	CEFX	40933	65	CEFX	40986	117	CEFX	41049
14	CEFX	40934	66	CEFX	40987	118	CEFX	41050
15	CEFX	40935	67	CEFX	40995	119	CEFX	41053
16	CEFX	40937	68	CEFX	40996	120	CEFX	41054
17	CEFX	40938	69	CEFX	40997			
18	CEFX	40939	70	CEFX	40998			
19	CEFX	40940	71	CEFX	40999			
20	CEFX	40941	72	CEFX	41000			
21	CEFX	40942	73	CEFX	41002			
22	CEFX	40943	74	CEFX	41003			
23	CEFX	40944	75	CEFX	41004			
24	CEFX	40945	76	CEFX	41005			
25	CEFX	40946	77	CEFX	41006			
26	CEFX	40947	78	CEFX	41008			
27	CEFX	40948	79	CEFX	41009			
28	CEFX	40949	80	CEFX	41010			
29	CEFX	40950	81	CEFX	41011			
30	CEFX	40951	82	CEFX	41012			
31	CEFX	40952	83	CEFX	41013			
32	CEFX	40953	84	CEFX	41014			
33	CEFX	40954	85	CEFX	41015			
34	CEFX	40955	86	CEFX	41016			
35	CEFX	40956	87	CEFX	41017			
36	CEFX	40957	88	CEFX	41018			
37	CEFX	40958	89	CEFX	41019			
38	CEFX	40959	90	CEFX	41020			
39	CEFX	40960	91	CEFX	41021			
40	CEFX	40961	92	CEFX	41022			
41	CEFX	40962	93	CEFX	41023			
42	CEFX	40963	94	CEFX	41024			
43	CEFX	40964	95	CEFX	41025			
44	CEFX	40965	96	CEFX	41026			
45	CEFX	40966	97	CEFX	41027			
46	CEFX	40967	98	CEFX	41028			
47	CEFX	40968	99	CEFX	41029			
48	CEFX	40969	100	CEFX	41032			
49	CEFX	40970	101	CEFX	41033			
50	CEFX	40971	102	CEFX	41034			
51	CEFX	40972	103	CEFX	41035			
52	CEFX	40973	104	CEFX	41036			

Schedule A

Number of Cars	Equipment Description
120	Aluminum Coal Gondolas

1	CEFX	40839
2	CEFX	40886
3	CEFX	40924
4	CEFX	40925
5	CEFX	40926
6	CEFX	40928
7	CEFX	40929
8	CEFX	40990
9	CEFX	40991
10	CEFX	40993
11	CEFX	40994
12	CEFX	41001
13	CEFX	41030
14	CEFX	41031
15	CEFX	41051
16	CEFX	41052
17	CEFX	41059
18	CEFX	41132
19	CEFX	41159
20	CEFX	41193
21	CEFX	41194
22	CEFX	41195
23	CEFX	41196
24	CEFX	41197
25	CEFX	41198
26	CEFX	41199
27	CEFX	41200
28	CEFX	41201
29	CEFX	41202
30	CEFX	41203
31	CEFX	41204
32	CEFX	41205
33	CEFX	41208
34	CEFX	41209
35	CEFX	41210
36	CEFX	41211
37	CEFX	41212
38	CEFX	41213
39	CEFX	41214
40	CEFX	41215
41	CEFX	41218
42	CEFX	41219
43	CEFX	41220
44	CEFX	41222
45	CEFX	41223
46	CEFX	41224
47	CEFX	41225
48	CEFX	41226
49	CEFX	41229
50	CEFX	41230
51	CEFX	41231
52	CEFX	41234
53	CEFX	41236
54	CEFX	41237
55	CEFX	41242
56	CEFX	41243
57	CEFX	41244
58	CEFX	41245
59	CEFX	41247
60	CEFX	41248
61	CEFX	41249
62	CEFX	41250
63	CEFX	41251
64	CEFX	41253
65	CEFX	41254
66	CEFX	41257
67	CEFX	41260
68	CEFX	41261
69	CEFX	41263
70	CEFX	41266
71	CEFX	41267
72	CEFX	41270
73	CEFX	41271
74	CEFX	41272
75	CEFX	41273
76	CEFX	41274
77	CEFX	41275
78	CEFX	41277
79	CEFX	41279
80	CEFX	41280
81	CEFX	41281
82	CEFX	41282
83	CEFX	41284
84	CEFX	41288
85	CEFX	41289
86	CEFX	41292
87	CEFX	41293
88	CEFX	41294
89	CEFX	41297
90	CEFX	41299
91	CEFX	41300
92	CEFX	41302
93	CEFX	41303
94	CEFX	41304
95	CEFX	41306
96	CEFX	41307
97	CEFX	41308
98	CEFX	41309
99	CEFX	41311
100	CEFX	41313
101	CEFX	41315
102	CEFX	41319
103	CEFX	42918
104	CEFX	42929
105	CEFX	42932
106	CEFX	42941
107	CEFX	42948
108	CEFX	42966
109	CEFX	42976
110	CEFX	42994
111	CEFX	42995
112	CEFX	42996
113	CEFX	43001
114	CEFX	43031
115	CEFX	43068
116	CEFX	43143
117	CEFX	43179
118	CEFX	43209
119	CEFX	43225
120	CEFX	43239