

RECORDATION NO. 26569 FILED

SEP 25 '06

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SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

September 21, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are (4) originals of a Memorandum of Lease Agreement, dated May 18, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Detroit Edison Company  
2000 Second Avenue  
Detroit, MI 48226

A description of the railroad equipment covered by the enclosed document is six hundred (600) 4527 cubic foot Aluminum BethGon II Railcars, with car numbers DEEX 060001 through DEEX 060600 inclusive.

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

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Marcia Dunne'.

Marcia Dunne  
Rail Documentation Specialist

Enclosures  
(DEED007A, DEED007B)

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## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1  
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT NO. 1 dated as of May 18, 2006, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor"), and THE DETROIT EDISON COMPANY, a Michigan corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railroad cars identified on Schedule 1, attached hereto, under that certain Equipment Lease Agreement, dated as of May 18, 2006 and that certain Lease Supplement No. 1 dated as of May 18, 2006 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION,  
AS LESSOR

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

STATE OF ILLINOIS )  
                                  ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 31 day of August, 2006 by RICHARD F. SEYMOUR as VICE PRESIDENT SALES & MARKETING of FIRST UNION RAIL CORPORATION, a North Carolina corporation.

Susan Grokulska  
Notary Public

My commission expires: 8-14-08

[Notarial Seal]





Schedule 1

EQUIPMENT DESCRIPTION

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
600	FreightCar America, Inc.	4527 CF Aluminum BethGon II Railcars	DEEX 060001 through DEEX 060600 (inclusive)