

RECORDATION NO. 26694-A FILED

DEC 15 '06 -3 4 5 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
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Towson, MD 21204
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December 15, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railroad Equipment Lease, a secondary document, dated as of December 15, 2006. The primary document to which this is connected is recorded under Recordation No. 26694. We request that one copy of this document be recorded under Recordation No. 26694-A.

The names and addresses of the parties to the Memorandum of Railroad Equipment Lease are:

Owner Trustee and Lessor:

Wells Fargo Bank Northwest, National Association
79 South Main Street
Salt Lake City, UT 84111

Trustor:

SunTrust Leasing Corporation
300 East Joppa Road, 7th Floor
Hampton Plaza
Towson, MD 21286

Lessee:

Consumers Energy Company
1945 West Parnell Road
Jackson, MI 49201-8643

Honorable Vernon A. Williams
December 15, 2006
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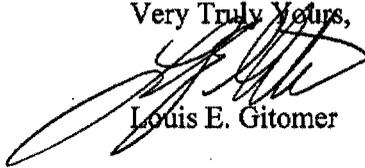
A description of the equipment covered by the Memorandum of Railroad Equipment Lease consists of 124 Aluminum BethGon Coalporter railroad cars, numbered JSCX 6633-6756, inclusive.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Railroad Equipment Lease among Wells Fargo Bank Northwest, National Association, 79 South Main Street, Salt Lake City, UT 84111, SunTrust Leasing Corporation, 300 East Joppa Road, 7th Floor, Hampton Plaza, Towson, MD 21286, and Consumers Energy Company, 1945 West Parnell Road, Jackson, MI 49201-8643, covering 124 Aluminum BethGon Coalporter railroad cars, numbered JSCX 6633-6756, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO. 26694-A FILED

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-3 4 5 PM

MEMORANDUM OF RAILROAD EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

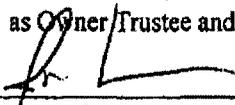
THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE is made and entered into as of December 15, 2006, by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee and Lessor, SUNTRUST LEASING CORPORATION, as Trustor, and CONSUMERS ENERGY COMPANY, as Lessee, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Railroad Equipment Lease shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Railroad Equipment Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Railroad Equipment Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease to be executed as of the date first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,
as Owner/Trustee and Lessor

By: 
Name: Jon Croasmun
Title: Vice President

SUNTRUST LEASING CORPORATION,
as Trustor

By: _____
Name: _____
Title: _____

CONSUMERS ENERGY COMPANY,
as Lessee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease to be executed as of the date first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,
as Owner Trustee and Lessor

By: _____
Name: _____
Title: _____

SUNTRUST LEASING CORPORATION,
as Trustor

By: _____
Name: *MICHAEL D. POWERS*
Title: *SECRETARY*

CONSUMERS ENERGY COMPANY,
as Lessee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease to be executed as of the date first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,
as Owner Trustee and Lessor

By: _____
Name: _____
Title: _____

SUNTRUST LEASING CORPORATION,
as Trustor

By: _____
Name: _____
Title: _____

CONSUMERS ENERGY COMPANY,
as Lessee

WEG

By: William E. Garrity
Name: William E Garrity
Title: Senior Vice President

STATE OF UTAH)
):ss
COUNTY OF SALT LAKE)

On the 14th day of December, 2006, personally appeared before me Jon Croasmun who being by me duly sworn did say, for himself, that he the said Jon Croasmun is the Vice President of Wells Fargo Bank Northwest, National Association and that the within and foregoing instrument was signed in behalf of said association by authority of a resolution of its Board of Directors, and said Jon Croasmun duly acknowledged to me that said association executed the same.


Notary Public NOTARY PUBLIC
JEANINE O'LEARY
200 S MAIN STREET
12TH FLOOR
SALT LAKE CITY, UT 84111
My Commission Expires: 12-31-08
State of Utah

STATE OF Maryland)
)
COUNTY OF Baltimore) ss.

On this 14th day of December 2006, before me, LORRAINE CARPENTER, the undersigned Notary Public, personally appeared Michael J. Powers personally known to me to be the person who executed the within instrument as SECRETARY on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Lorraine Carpenter
Notary Public

My commission expires:

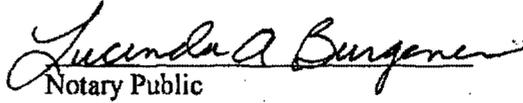
June 1, 2008



STATE OF MI)
) ss.
CITY OF Jackson)

On this 14th day of December 2006, before me, Lucinda A. Burgener, the undersigned Notary Public, personally appeared William E. Garrity personally known to me to be the person who executed the within instrument as Senior Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]


Notary Public

LUCINDA A. BURGENER
NOTARY PUBLIC, STATE OF MI
COUNTY OF JACKSON
MY COMMISSION EXPIRES JUL 18, 2011
ACTING IN COUNTY OF Jackson

My commission expires:

July 18, 2011

**EXHIBIT NO. 1
TO MEMORANDUM OF RAILROAD EQUIPMENT LEASE**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

One hundred and thirty two (124) Aluminum BethGon Coalporter railroad cars,
numbered JSCX 6633-6756, inclusive.