

RECORDATION NO. 27433 FILED

MAR 28 '08 -1 49 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

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

March 28, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Lease Agreement, dated as of February 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Mitsui Rail Capital, LLC 71 South Wacker Drive, Suite 1800 Chicago, Illinois 60606
Lessee:	The Detroit Edison Company 2000 Second Avenue Detroit Michigan 48226

Anne K. Quinlan, Esq.  
March 28, 2008  
Page 2

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

130 cars within the series MBKX 301024 - MBKX 301293 as more particularly set forth in the equipment schedule attached to the document.

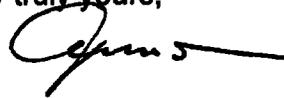
A short summary of the document to appear in the index is:

Memorandum of Full Service Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**THE DETROIT EDISON COMPANY  
("LESSEE")**

**FEBRUARY 25, 2008**

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This Memorandum of Full Service Lease Agreement is made and entered into as of February 25, 2008 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and The Detroit Edison Company, a Michigan corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one-hundred thirty (130) railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement 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.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

mitsui rail capital, llc

By: Mark Brecht  
Print Name: Mark Brecht  
Title: President

LESSEE:

THE DETROIT EDISON COMPANY

By: Gary B. Lappander  
Print Name: GARY B. LAPPANDER  
Title: DIRECTOR

STATE OF ILLINOIS

COUNTY OF COOK

On this 25<sup>th</sup> day of March, 2008, before me personally appeared MARK BRECHT, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

R. Jir  
NOTARY PUBLIC



My commission expires:

STATE OF Michigan

COUNTY OF Wayne

On this 14<sup>th</sup> day of March, 2008, before me personally appeared Gary Laplander, to me personally known, who being by me duly sworn, says that he is the Director of Fields Supply that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Charles Novak  
NOTARY PUBLIC

My commission expires

SHERIL DOMINGO  
NOTARY PUBLIC, STATE OF MI  
COUNTY OF WAYNE  
MY COMMISSION EXPIRES AUG 22, 2010  
ACTING IN COUNTY OF Wayne

**EXHIBIT 1  
CAR MARKS AND NUMBERS**

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	301024	45	MBKX	301070	89	MBKX	301117
2	MBKX	301025	46	MBKX	301072	90	MBKX	301119
3	MBKX	301026	47	MBKX	301073	91	MBKX	301120
4	MBKX	301027	48	MBKX	301074	92	MBKX	301121
5	MBKX	301028	49	MBKX	301075	93	MBKX	301122
6	MBKX	301029	50	MBKX	301076	94	MBKX	301124
7	MBKX	301030	51	MBKX	301077	95	MBKX	301131
8	MBKX	301032	52	MBKX	301078	96	MBKX	301132
9	MBKX	301033	53	MBKX	301079	97	MBKX	301133
10	MBKX	301034	54	MBKX	301080	98	MBKX	301134
11	MBKX	301035	55	MBKX	301081	99	MBKX	301135
12	MBKX	301036	56	MBKX	301082	100	MBKX	301136
13	MBKX	301038	57	MBKX	301083	101	MBKX	301137
14	MBKX	301039	58	MBKX	301084	102	MBKX	301138
15	MBKX	301040	59	MBKX	301085	103	MBKX	301139
16	MBKX	301041	60	MBKX	301086	104	MBKX	301140
17	MBKX	301042	61	MBKX	301087	105	MBKX	301142
18	MBKX	301043	62	MBKX	301088	106	MBKX	301143
19	MBKX	301044	63	MBKX	301089	107	MBKX	301144
20	MBKX	301045	64	MBKX	301090	108	MBKX	301145
21	MBKX	301046	65	MBKX	301091	109	MBKX	301146
22	MBKX	301047	66	MBKX	301092	110	MBKX	301147
23	MBKX	301048	67	MBKX	301093	111	MBKX	301148
24	MBKX	301049	68	MBKX	301094	112	MBKX	301149
25	MBKX	301050	69	MBKX	301095	113	MBKX	301150
26	MBKX	301051	70	MBKX	301097	114	MBKX	301152
27	MBKX	301052	71	MBKX	301098	115	MBKX	301153
28	MBKX	301053	72	MBKX	301099	116	MBKX	301154
29	MBKX	301054	73	MBKX	301100	117	MBKX	301161
30	MBKX	301055	74	MBKX	301101	118	MBKX	301173
31	MBKX	301056	75	MBKX	301102	119	MBKX	301211
32	MBKX	301057	76	MBKX	301103	120	MBKX	301214
33	MBKX	301058	77	MBKX	301104	121	MBKX	301216
34	MBKX	301059	78	MBKX	301105	122	MBKX	301223
35	MBKX	301060	79	MBKX	301106	123	MBKX	301228
36	MBKX	301061	80	MBKX	301107	124	MBKX	301246
37	MBKX	301062	81	MBKX	301108	125	MBKX	301251
38	MBKX	301063	82	MBKX	301109	126	MBKX	301253
39	MBKX	301064	83	MBKX	301110	127	MBKX	301289
40	MBKX	301065	84	MBKX	301111	128	MBKX	301290
41	MBKX	301066	85	MBKX	301112	129	MBKX	301293
42	MBKX	301067	86	MBKX	301113	130	MBKX	301031
43	MBKX	301068	87	MBKX	301115			
44	MBKX	301069	88	MBKX	301116			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/28/08



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Robert W. Alvord