

RECORDATION NO. 26145-B FILED

JUL 12 '11 -1 45 PM

SURFACE TRANSPORTATION BOARD

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

July 12, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Lease and Indenture Termination, dated as of July 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 26145.

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

Owner Trustee: DEC Statutory Trust 2006-1,
c/o U S. Bank Trust National Association,
not in its individual capacity but solely as
trustee for the Trust
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Indenture Trustee Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Ms. Cynthia T. Brown
July 12, 2011
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Lessee: The Detroit Edison Corporation
2000 Second Avenue
Detroit, Michigan 48226

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

70 railcars bearing DETX reporting marks and road numbers as
more particularly set forth in Schedule A attached hereto.

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

Partial Lease and Indenture Termination

Also enclosed is a check in the amount of \$41.00 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,



Edward M Luria

RWA/EML/bhs
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL LEASE AND INDENTURE TERMINATION, dated as of July 12, 2011, by and among The Detroit Edison Company, a Michigan corporation ("Lessee"), DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under the Trust Agreement, dated as of January 20, 2006 (the "Trust Agreement") and WILMINGTON TRUST COMPANY, a Delaware trust company, as Indenture Trustee (together with any successor indenture trustee, the "Indenture Trustee" and together with Lessee and Owner Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain (i) Equipment Lease Agreement, dated as of January 20, 2006 (the "Lease") which was recorded with the Surface Transportation Board ("STB") on January 23, 2006 at 4:00 p.m. under Recordation No. 26145 covering the Equipment described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement, dated as of March 20, 2006 (the "Indenture") which was recorded on March 23, 2006 at 11:24 a.m. under Recordation No. 26145-A covering the Equipment;

WHEREAS, effective the date hereof, the Lease is terminated and the Lien of the Indenture is released and delivered with respect to the railroad equipment described in Schedule A hereto (the "Terminated Units");

WHEREAS, the Indenture and the Lease continue to be effective with regard to all railroad equipment subject thereto other than the Terminated Units, and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Terminated Units, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Partial Lease and Indenture Termination with the STB pursuant to 49 USC section 11301(a)

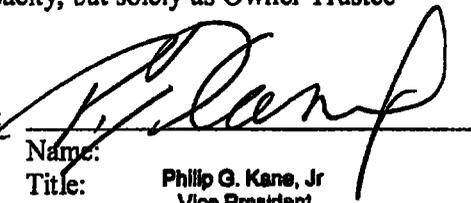
This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: _____

Name:

Title:

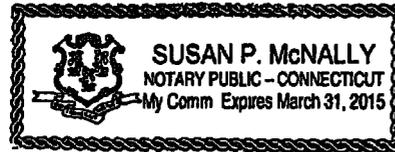

Philip G. Kane, Jr
Vice President

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this 6th day of July, 2011, before me personally appeared Philip G. Kane, Jr., to me personally known, who, by me being duly sworn, says that he/she is Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, Trustee of DEC STATUTORY TRUST 2006-1, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

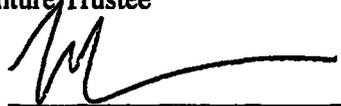
Susan P. McNally
Notary Public

My commission expires



This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

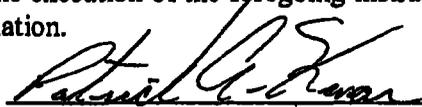
WILMINGTON TRUST COMPANY, as
Indenture Trustee

By: 

Name: Mark H. Brzoska
Title: Financial Services Officer

STATE OF Delaware)
CITY OF New Castle) SS.:

On this 6th day of July, 2011, before me personally appeared Mark H. Brzoska, to me personally known, who, by me being duly sworn, says that he/she Financial Services Officer of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware trust company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public



PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

THE DETROIT EDISON COMPANY, as
Lessee



By:



Name: DAVID MURPHY
Title: ASSISTANT TREASURER

STATE OF Mi)
) SS.:
COUNTY OF Wayne)

On this 12th day of July, 2011, before me personally appeared David R Murphy, to me personally known, who, by me being duly sworn, says that he/she is Assistant Treasurer of THE DETROIT EDISON COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jennifer Evans
Notary Public

My commission expires



JENNIFER EVANS
Notary Public, State of Michigan
County of Wayne
My Commission Expires Dec. 28, 2016
Acting in the County of Wayne

**SCHEDULE A to
Memorandum of Partial Lease and
Indenture Termination**

**DESCRIPTION OF TERMINATED UNITS
(DEC STATUTORY TRUST 2006-1)**

Lease Supplement	Terminated Unit Type	Lessee Terminated Unit Numbers	
No.1	Bethgon Coalporter gondola cars	DETX 994013 DETX 994037 DETX 994070 DETX 994311 DETX 994088 DETX 994094 DETX 994198 DETX 994050 DETX 994127 DETX 994018 DETX 994286 DETX 994135 DETX 994134 DETX 994279 DETX 994080 DETX 994043 DETX 994096 DETX 994363 DETX 994022 DETX 994207 DETX 994113 DETX 994348 DETX 994261 DETX 994344 DETX 994267 DETX 994211 DETX 994159 DETX 994045 DETX 994002 DETX 994189 DETX 994120 DETX 994169 DETX 994208 DETX 994160 DETX 994181	DETX 994009 DETX 994194 DETX 994133 DETX 994246 DETX 994284 DETX 994063 DETX 994085 DETX 994044 DETX 994068 DETX 994244 DETX 994252 DETX 994314 DETX 994341 DETX 994328 DETX 994294 DETX 994035 DETX 994001 DETX 994081 DETX 994178 DETX 994123 DETX 994095 DETX 994200 DETX 994238 DETX 994042 DETX 994129 DETX 994007 DETX 994221 DETX 994301 DETX 994161 DETX 994073 DETX 994062 DETX 994215 DETX 994317 DETX 994021 DETX 994273