

Ms Cynthia T Brown
September 1, 2011
Page 2

Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226

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

All railroad equipment at any time covered by the Railcar Lease and all
supplements thereto identified in the primary and secondary filings made
under Recordation Number 19995.

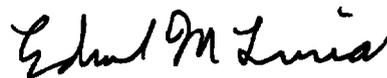
A short summary of the document to appear in the index is:

Memorandum of Lease and Security Agreement 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

EML/bhs
Enclosures

RECORDATION NO. 19995-P FILED

SEP 01 '11 -1 55 PM

EXECUTION COPY

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND SECURITY AGREEMENT TERMINATION, dated as of September 1, 2011, by and among The Detroit Edison Company ("Lessee"), Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under the Trust Agreement, dated as of March 15, 1996 (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 Security Agreement (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Railcar Lease, dated as of March 15, 1996, (the "Lease") a Memorandum of which was recorded with the Surface Transportation Board ("STB") on March 28, 1996, at 9:40 a.m. under Recordation No. 19995 covering the Equipment described therein as supplemented by the filing of each of the other documents listed on Exhibit A hereto duly filed with the STB on the dates specified on Exhibit A. Similar documentation was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on the dates specified on Exhibit B hereto;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Security Agreement-Trust Deed, dated as of March 15, 1996, (the "Security Agreement") a Memorandum of which was recorded with the STB on March 28, 1996 at 9:40 a.m. under Recordation No. 19995-A covering the Equipment as supplemented by the filings specified on Exhibit A with similar documentation filed with the Registrar General of Canada on the dates specified on Exhibit B;

Effective the date hereof, the Lease is terminated and the Lien of the Security Agreement is released. This document constitute a release of all interests, claims, liens or encumbrances with respect to all railroad equipment at any time covered by the Lease or the Security Agreement and all supplements thereto identified in the primary and secondary filings made under Recordation No. 19995;

The Parties are filing this Memorandum of Lease and Security Agreement Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act. This Memorandum of Lease and Security Agreement Termination is executed without prejudice to the rights or obligations of the parties which expressly survive termination of the Lease or the Security Agreement or the termination agreement among the parties.

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: STEVEN E. KURMA
Title: President & COO

STATE OF MICHIGAN)
) SS.:
COUNTY OF WAYNE)

On this 31st day of AUGUST, 2011, before me personally appeared Steven Kurmas, to me personally known, who, by me being duly sworn, says that he/she is President + COO 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.

Sharon R. Augustyn
Notary Public

My commission expires NOV. 12, 2012

SHARON R. AUGUSTYN
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Nov 12, 2012
ACTING IN COUNTY OF WAYNE

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

WELLS FARGO BANK NORTHWEST
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By:

Name:

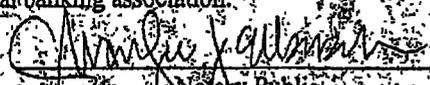
Title:



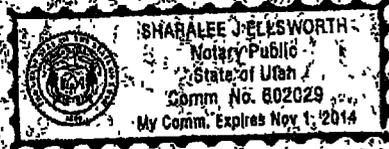
Scott Rosevear
Vice President

STATE OF UTAH)
) SS
CITY OF SALT LAKE)

On this 31st day of August, 2011, before me personally appeared Scott Rosevear to me personally known, who, by me being duly sworn, says that he/she is Vice President of Wells Fargo Bank Northwest National Association, that the foregoing instrument was signed on behalf of said national association, 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

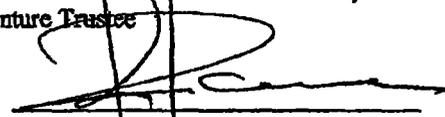
My commission expires
NOV 01 2014



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: Jose L. Paredes
Title: Assistant Vice President

STATE OF DELAWARE)
COUNTY OF New Castle) SS..

On this 26 day of August, 2011, before me personally appeared Jose L. Paredes, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of Wilmington Trust Company, as Indenture Trustee, and 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 trust company.


Notary Public



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

**EXHIBIT A to
Memorandum of Lease and Security
Agreement Termination**

FILINGS WITH THE STB

1. Memorandum of Railcar Lease entered as of March 28, 1996 between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee ("Lessor") and The Detroit Edison Company ("Lessee"), filed on March 28, 1996 at 9:40 a.m. under Recordation Number 19995.
2. Memorandum of Security Agreement entered as of March 28, 1996 between Lessor and Wilmington Trust Company (the "Security Trustee"), filed on March 28, 1996 at 9:40 a.m. under Recordation Number 19995-A.
3. Memorandum of Lease Supplement No. 1 entered as of March 28, 1996 between Lessee and Lessor, filed on March 28, 1996 at 9.40 a.m. under Recordation Number 19995-B.
4. Memorandum of Security Agreement Supplement No. 1 entered as of March 28, 1996 between Security Trustee and Lessor, filed on March 28, 1996 at 9:40 a.m. under Recordation Number 19995-C.
5. Memorandum of Lease Assignment entered as of March 28, 1996 between Lessor and Security Trustee, filed on March 28, 1996 at 9:40 a.m. under Recordation Number 19995-D.
6. Memorandum of Lease Supplement No. 2 entered as of April 29, 1996 between Lessor and Lessee, filed on April 29, 1996 at 11:05 a. m. under Recordation Number 19995-E
7. Memorandum of Security Agreement Supplement No. 2 entered as of April 29, 1996 between Lessor and Security Trustee, filed on April 29, 1996 at 11:05 a.m under Recordation Number 19995-F.
8. Memorandum of Lease Assignment entered as of April 29, 1996 between Lessor and Security Trustee, filed on April 29, 1996 at 12:15 p.m. under Recordation Number 19995-G.
9. Memorandum of Lease Supplement No. 3 entered as of May 30, 1996 between Lessor and Lessee, filed on May 30, 1996 at 10:50 a.m. under Recordation Number 19995-H.
10. Memorandum of Security Agreement Supplement No. 3 entered as of May 30, 1996 between Lessor and Security Trustee, filed on May 30, 1996 at 10:50 a.m. under Recordation Number 19995-I.

11. Memorandum of Lease Assignment entered as of May 30, 1996 between Lessor and Security Trustec, filed on May 30, 1996 at 10:55 a.m. under Recordation Number 19995-J.
12. Memorandum of Lease Supplement No. 4 entered as of June 14, 1996 between Lessor and Lessee, filed on June 14, 1996 at 9:45 a.m. under Recordation Number 19995-K
13. Memorandum of Security Agreement Supplement No. 4 entered as of June 14, 1996 between Lessor and Security Trustee, filed on June 14, 1996 at 9:45 a.m. under Recordation Number 19995-L.
14. Memorandum of Lease Assignment entered as of June 14, 1996 between Lessor and Security Trustee, filed on June 14, 1996 at 9:50 a.m. under Recordation Number 19995-M.
15. Memorandum of Lease Supplement No. 5 entered as of July 31, 1996 between Lessor and Lessee, filed on August 7, 1996 at 12:20 p.m. under Recordation Number 19995-N
16. Memorandum of Security Agreement Supplement No. 5 entered as of July 31, 1996 between Lessor and Security Trustee, filed on August 7, 1996 at 12:20 p.m. under Recordation Number 19995-O.

EXHIBIT B to
Memorandum of Lease and Security
Agreement Termination

FILINGS WITH THE REGISTRAR
GENERAL OF CANADA

1. Memorandum of Railcar Lease (Canada) entered as of March 28, 1996 between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee ("Lessor") and The Detroit Edison Company ("Lessee"), deposited in the Office of the Registrar General of Canada on March 28, 1996 at 9:06 a.m.
2. Memorandum of Security Agreement (Canada) entered as of March 28, 1996 between Lessor and Wilmington Trust Company (the "Security Trustee"), deposited in the Office of the Registrar General of Canada on March 28, 1996 at 9:02 a.m.
3. Memorandum of Lease Supplement No. 1 (Canada) entered as of March 28, 1996 between Lessee and Lessor, deposited in the Office of the Registrar General of Canada on March 28, 1996 at 9:08 a.m.
4. Memorandum of Security Agreement Supplement No. 1 (Canada) entered as of March 28, 1996 between Security Trustee and Lessor, deposited in the Office of the Registrar General of Canada on March 28, 1996 at 9:09 a.m.
5. Memorandum of Lease Assignment (Canada) entered as of March 28, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on March 28, 1996 at 9:10 a.m.
6. Memorandum of Lease Supplement No. 2 (Canada) entered as of April 29, 1996 between Lessor and Lessee, deposited in the Office of the Registrar General of Canada on April 29, 1996 at 11:36 a.m.
7. Memorandum of Security Agreement Supplement No. 2 (Canada) entered as of April 29, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on April 29, 1996 at 11:37 a.m.
8. Memorandum of Lease Assignment (Canada) entered as of April 29, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on April 30, 1996 at 9:00 a.m.
9. Memorandum of Lease Supplement No. 3 (Canada) entered as of May 30, 1996 between Lessor and Lessee, deposited in the Office of the Registrar General of Canada on May 30, 1996 at 8:48 a.m.

10. Memorandum of Security Agreement Supplement No. 3 (Canada) entered as of May 30, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on May 30, 1996 at 8:49 a.m.
11. Memorandum of Lease Assignment (Canada) entered as of May 30, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on May 30, 1996 at 8:50 a.m.
12. Memorandum of Lease Supplement No. 4 (Canada) entered as of June 14, 1996 between Lessor and Lessee, deposited in the Office of the Registrar General of Canada on June 14, 1996 at 8:54 a.m.
13. Memorandum of Security Agreement Supplement No. 4 (Canada) entered as of June 14, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on June 14, 1996 at 8:55 a.m.
14. Memorandum of Lease Assignment (Canada) entered as of June 14, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on June 14, 1996 at 8:56 a.m.
15. Memorandum of Lease Supplement No. 5 (Canada) entered as of July 31, 1996 between Lessor and Lessee, deposited in the Office of the Registrar General of Canada on August 7, 1996 at 12:45 p.m.
16. Memorandum of Security Agreement Supplement No. 5 (Canada) entered as of July 31, 1996 between Lessor and Security Trustee, deposited in the Office of the Registrar General of Canada on August 7, 1996 at 12:46 p.m.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 9-1-11

Edward M Luria
Edward M Luria