

RECORDATION NO. 19376-J FILED
April 26, 2012 03:25 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 26, 2012

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 Lease and Indenture Termination, dated as of April 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents filed with the Board under Recordation Number 19376.

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

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Owner Trustee: Wells Fargo Bank Northwest, N.A.
(f/k/a First Security Bank of Utah, N.A.)
260 North Charles Lindberg Drive
Salt Lake City, UT 84116

Lessee: The Detroit Edison Company
One Energy Plaza
2330 WCB
Detroit, MI 48226

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

418 gondola railcars TERMINATED within the series DEEX 6002 – DEEX 6487 as more particularly set forth in the attachment to the document.

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

Memorandum of 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

EML/sem
Enclosures

EXHIBIT B

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of April 26, 2012, by and among The Detroit Edison Company, a Michigan Corporation ("Lessee"), Wells Fargo Bank Northwest, N.A. (F/K/A First Security Bank of Utah, N.A.), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under the Trust Agreement, dated as of March 31, 1995 (the "Trust") 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) Railcar Lease, dated as of March 31, 1995 (as supplemented by Lease Supplement No. 1, dated April 27, 1995, Lease Supplement No. 2, dated May 31, 1995, Lease Supplement No. 3, dated June 30, 1995 and Lease Supplement No. 4, dated December 20, 1995, the "Lease") which was recorded with the Surface Transportation Board ("STB") on April 27, 1995 at 10:45 am under Recordation No. 19376 covering the Equipment described therein; and similarly registered with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act ("CTA") on April 27, 1995 as Document Key 5349 with Lease Supplement No 1 having been so filed on April 27, 1995 as Document Key 5351; Lease Supplement No. 2 having been so filed on May 31, 1995 as Document Key 5347; Lease Supplement No. 3 having been so filed on June 30, 1995 as Document Key 5345 and Lease Supplement No. 4 having been so filed on December 20, 1995 as Document Key 1124

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Security Agreement and Trust Deed, dated as of March 31, 1995 (as supplemented by Security Agreement Supplement No. 1, dated April 27, 1995, Security Agreement Supplement No. 2, dated May 31, 1995 and Security Agreement Supplement No. 3, dated June 30, 1995, the "Indenture") which was recorded on April 27, 1995 at 10:45 am under Recordation No. 19376-A covering the Equipment; and similarly registered under the CTA on April 25, 1995 as Document Key 5350 with Security Agreement Supplement No. 1 having been so filed on April 27, 1995 as Document Key 5352; Security Agreement Supplement No. 2 having been so filed on May 31, 1995 as Document Key 5348; and Security Agreement Supplement No. 3 having been so filed on June 30, 1995 as Document Key 5346;

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");

Exhibit A-6

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

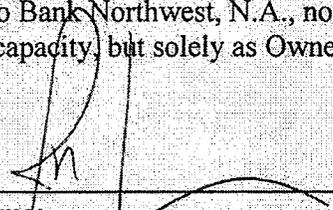
WHEREAS, the Parties wish to show for the public record the termination of the Trust, the Lease and the Indenture and the respective interests of the Parties in the Terminated Units.

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

Exhibit A-7

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, N.A., not in its individual capacity, but solely as Owner Trustee

By: 

Name:
Title:

Jon Croasmun
Vice President

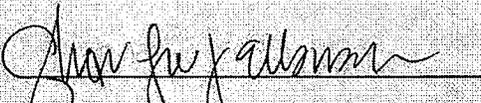
Exhibit A-6

STATE OF UTAH)

):ss

COUNTY OF SALT LAKE)

On April 25, 2012, personally appeared before me Jon Croasmun on 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

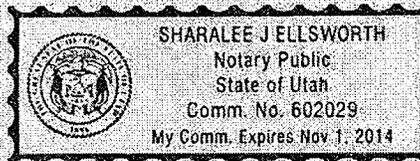


Exhibit B-10

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: **Robert P. Hines, Jr.**
Title: **Assistant Vice President**

Exhibit A-9

STATE OF State of Delaware)
) SS.:
COUNTY OF New Castle County)

On this 26 day of April, 2012, before me personally appeared Robert Hines, to me personally known, who, by me being duly sworn, says that he/she is _____ of _____, Trustee of _____, 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 banking corporation.

Ramona L. Ringgold
Notary Public

My commission expires

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

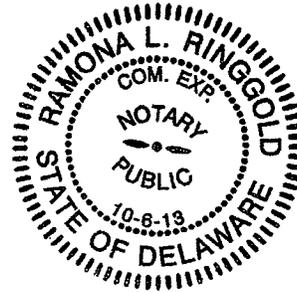


Exhibit A-11

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

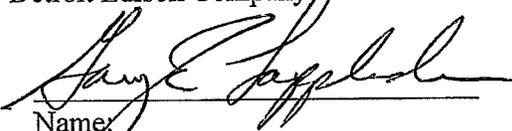
JW
By: 
Name:
Title:

Exhibit A-10

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

On this 26th day of April, 2012, before me personally appeared Gary Lapplander, to me personally known, who, by me being duly sworn, says that he/she is Director 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. 26, 2016
Acting in the County of Wayne

Exhibit A-13

Schedule A

TO MEMORANDUM OF PARTIAL LEASE AND INDENTURE TERMINATION

DESCRIPTION OF TERMINATED UNITS

**FOUR HUNDRED EIGHTEEN (418) 286,000 GRL, 4,400 (NOMINAL) CUBIC FOOT
CAPACITY ALUMINUM ROTARY COUPLED GONDOLA RAILCARS BEARING
THE FOLLOWING CAR MARKS AND NUMBERS:**

DEEX	6002	DEEX	6041	DEEX	6080	DEEX	6119
DEEX	6003	DEEX	6042	DEEX	6081	DEEX	6120
DEEX	6004	DEEX	6043	DEEX	6083	DEEX	6121
DEEX	6005	DEEX	6045	DEEX	6084	DEEX	6123
DEEX	6007	DEEX	6046	DEEX	6085	DEEX	6124
DEEX	6008	DEEX	6048	DEEX	6086	DEEX	6126
DEEX	6009	DEEX	6049	DEEX	6088	DEEX	6127
DEEX	6010	DEEX	6050	DEEX	6089	DEEX	6128
DEEX	6011	DEEX	6051	DEEX	6090	DEEX	6129
DEEX	6012	DEEX	6053	DEEX	6091	DEEX	6131
DEEX	6013	DEEX	6054	DEEX	6092	DEEX	6132
DEEX	6014	DEEX	6055	DEEX	6093	DEEX	6133
DEEX	6015	DEEX	6056	DEEX	6094	DEEX	6134
DEEX	6016	DEEX	6057	DEEX	6095	DEEX	6135
DEEX	6017	DEEX	6058	DEEX	6096	DEEX	6136
DEEX	6019	DEEX	6059	DEEX	6097	DEEX	6139
DEEX	6020	DEEX	6060	DEEX	6098	DEEX	6140
DEEX	6021	DEEX	6061	DEEX	6100	DEEX	6141
DEEX	6022	DEEX	6062	DEEX	6101	DEEX	6142
DEEX	6023	DEEX	6063	DEEX	6102	DEEX	6143
DEEX	6024	DEEX	6064	DEEX	6103	DEEX	6144
DEEX	6026	DEEX	6065	DEEX	6104	DEEX	6145
DEEX	6028	DEEX	6066	DEEX	6105	DEEX	6148
DEEX	6029	DEEX	6067	DEEX	6106	DEEX	6149
DEEX	6030	DEEX	6069	DEEX	6107	DEEX	6150
DEEX	6031	DEEX	6070	DEEX	6108	DEEX	6151
DEEX	6033	DEEX	6071	DEEX	6109	DEEX	6152
DEEX	6034	DEEX	6073	DEEX	6110	DEEX	6153
DEEX	6035	DEEX	6074	DEEX	6111	DEEX	6154
DEEX	6036	DEEX	6075	DEEX	6112	DEEX	6155
DEEX	6037	DEEX	6076	DEEX	6114	DEEX	6157
DEEX	6038	DEEX	6077	DEEX	6116	DEEX	6158
DEEX	6039	DEEX	6078	DEEX	6117	DEEX	6159
DEEX	6040	DEEX	6079	DEEX	6118	DEEX	6161

Exhibit B-14

DEEX	6162	DEEX	6201	DEEX	6239	DEEX	6277
DEEX	6163	DEEX	6202	DEEX	6241	DEEX	6278
DEEX	6164	DEEX	6203	DEEX	6242	DEEX	6279
DEEX	6165	DEEX	6205	DEEX	6243	DEEX	6280
DEEX	6166	DEEX	6206	DEEX	6244	DEEX	6281
DEEX	6167	DEEX	6207	DEEX	6246	DEEX	6282
DEEX	6168	DEEX	6208	DEEX	6247	DEEX	6283
DEEX	6169	DEEX	6209	DEEX	6248	DEEX	6284
DEEX	6171	DEEX	6210	DEEX	6249	DEEX	6285
DEEX	6173	DEEX	6211	DEEX	6250	DEEX	6286
DEEX	6174	DEEX	6212	DEEX	6251	DEEX	6287
DEEX	6175	DEEX	6213	DEEX	6253	DEEX	6288
DEEX	6176	DEEX	6215	DEEX	6254	DEEX	6290
DEEX	6177	DEEX	6216	DEEX	6255	DEEX	6295
DEEX	6178	DEEX	6218	DEEX	6256	DEEX	6296
DEEX	6179	DEEX	6219	DEEX	6257	DEEX	6298
DEEX	6180	DEEX	6220	DEEX	6258	DEEX	6300
DEEX	6182	DEEX	6221	DEEX	6259	DEEX	6301
DEEX	6183	DEEX	6222	DEEX	6261	DEEX	6302
DEEX	6184	DEEX	6223	DEEX	6262	DEEX	6303
DEEX	6185	DEEX	6224	DEEX	6263	DEEX	6307
DEEX	6186	DEEX	6225	DEEX	6264	DEEX	6308
DEEX	6187	DEEX	6226	DEEX	6265	DEEX	6309
DEEX	6188	DEEX	6227	DEEX	6266	DEEX	6310
DEEX	6189	DEEX	6228	DEEX	6267	DEEX	6311
DEEX	6190	DEEX	6229	DEEX	6268	DEEX	6312
DEEX	6192	DEEX	6230	DEEX	6269	DEEX	6313
DEEX	6193	DEEX	6232	DEEX	6270	DEEX	6314
DEEX	6194	DEEX	6233	DEEX	6271	DEEX	6315
DEEX	6196	DEEX	6234	DEEX	6272	DEEX	6316
DEEX	6197	DEEX	6235	DEEX	6273	DEEX	6317
DEEX	6198	DEEX	6236	DEEX	6274	DEEX	6318
DEEX	6199	DEEX	6237	DEEX	6275	DEEX	6319
DEEX	6200	DEEX	6238	DEEX	6276	DEEX	6320

Exhibit A-15

DEEX	6321	DEEX	6359	DEEX	6400	DEEX	6440
DEEX	6323	DEEX	6360	DEEX	6402	DEEX	6441
DEEX	6325	DEEX	6361	DEEX	6403	DEEX	6442
DEEX	6326	DEEX	6362	DEEX	6405	DEEX	6443
DEEX	6327	DEEX	6363	DEEX	6406	DEEX	6444
DEEX	6328	DEEX	6364	DEEX	6409	DEEX	6446
DEEX	6329	DEEX	6365	DEEX	6411	DEEX	6447
DEEX	6330	DEEX	6366	DEEX	6412	DEEX	6449
DEEX	6331	DEEX	6367	DEEX	6413	DEEX	6450
DEEX	6332	DEEX	6368	DEEX	6414	DEEX	6451
DEEX	6334	DEEX	6370	DEEX	6415	DEEX	6452
DEEX	6335	DEEX	6372	DEEX	6416	DEEX	6453
DEEX	6336	DEEX	6373	DEEX	6417	DEEX	6454
DEEX	6337	DEEX	6374	DEEX	6418	DEEX	6455
DEEX	6338	DEEX	6375	DEEX	6419	DEEX	6456
DEEX	6339	DEEX	6376	DEEX	6420	DEEX	6457
DEEX	6340	DEEX	6377	DEEX	6421	DEEX	6458
DEEX	6341	DEEX	6379	DEEX	6422	DEEX	6460
DEEX	6342	DEEX	6380	DEEX	6423	DEEX	6461
DEEX	6343	DEEX	6381	DEEX	6424	DEEX	6462
DEEX	6344	DEEX	6382	DEEX	6425	DEEX	6463
DEEX	6345	DEEX	6383	DEEX	6426	DEEX	6464
DEEX	6346	DEEX	6384	DEEX	6427	DEEX	6465
DEEX	6347	DEEX	6385	DEEX	6428	DEEX	6466
DEEX	6348	DEEX	6386	DEEX	6429	DEEX	6467
DEEX	6349	DEEX	6388	DEEX	6430	DEEX	6468
DEEX	6350	DEEX	6390	DEEX	6431	DEEX	6469
DEEX	6351	DEEX	6391	DEEX	6432	DEEX	6470
DEEX	6352	DEEX	6392	DEEX	6433	DEEX	6471
DEEX	6353	DEEX	6393	DEEX	6434	DEEX	6473
DEEX	6355	DEEX	6394	DEEX	6435	DEEX	6474
DEEX	6356	DEEX	6395	DEEX	6437	DEEX	6475
DEEX	6357	DEEX	6396	DEEX	6438	DEEX	6476
DEEX	6358	DEEX	6399	DEEX	6439	DEEX	6477
						DEEX	6478
						DEEX	6479
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						DEEX	6481
						DEEX	6482
						DEEX	6483
						DEEX	6484
						DEEX	6485
						DEEX	6486
						DEEX	6487

Exhibit A-16