

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
JILLSWORTH C. ALVORD (1984)

RECORDATION NO. 29546 FILED

NOV 22 '10 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

November 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

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 Railcar Lease, dated as of September 23, 2010, 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:	BBRX Two LLC 600 Lexington Avenue, 19 th Floor New York, NY 10022
Lessee:	The Detroit Edison Company 2000 2nd Avenue Detroit, MI 48226

Chief
Section of Administration
November 22, 2010
Page 2

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

123 railcars within the series BNBX 503241 - BNBX 503480 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 Full Service Railcar Lease.

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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOV 22 '10 -8 0 0 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 23RD day of SEPTEMBER, 2010, to that certain Master Full Service Railcar Lease dated as of SEPT 22ND, 2010 between BBRX TWO LLC, a Delaware limited liability company and THE DETROIT EDISON COMPANY, a Michigan corporation (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of SEPTEMBER 2ND, 2010 and the Parties entered into that certain Schedule No. 01 thereto dated as of SEPTEMBER 2ND, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

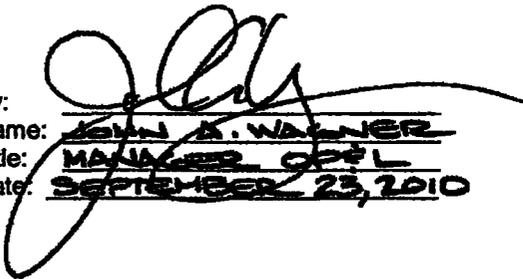
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BBRX TWO LLC, as Lessor

By: 
Name: George Tom
Title: Vice President
Date: Oct 4, 2010

THE DETROIT EDISON COMPANY, as Lessee

By: 
Name: JOHN A. WARNER
Title: MANAGER O&L
Date: SEPTEMBER 23, 2010

STATE OF New York)
COUNTY OF New York)

SS:

On 10/4 2010, before me, Indra Bedasie Notary Public, personally appeared George Stone personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal



INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Michigan)
)
COUNTY OF WAYNE) SS:

On Sept. 23, 2010, before me, Valerie M. Stansbery Notary Public, personally appeared John A. Wagner, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Valerie M. Stansbery

VALERIE M. STANSBERY
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Jan 2, 2012
ACTING IN COUNTY OF WAYNE

**EXHIBIT A
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT**

Quantity of Cars/Car Description

One hundred twenty-three (123) 4480 CF aluminum body BethGon coal gondola railcars, 286,000 GRL, AAR car type code J311, built by Johnstown America in 1998.

Reporting Mark and Numbers

BNBX	503241	BNBX	503331	BNBX	503411
BNBX	503246	BNBX	503332	BNBX	503412
BNBX	503248	BNBX	503333	BNBX	503414
BNBX	503249	BNBX	503334	BNBX	503415
BNBX	503251	BNBX	503336	BNBX	503418
BNBX	503256	BNBX	503337	BNBX	503421
BNBX	503257	BNBX	503338	BNBX	503423
BNBX	503261	BNBX	503340	BNBX	503424
BNBX	503263	BNBX	503341	BNBX	503425
BNBX	503264	BNBX	503342	BNBX	503426
BNBX	503268	BNBX	503343	BNBX	503427
BNBX	503269	BNBX	503345	BNBX	503428
BNBX	503272	BNBX	503348	BNBX	503431
BNBX	503273	BNBX	503349	BNBX	503434
BNBX	503274	BNBX	503350	BNBX	503435
BNBX	503275	BNBX	503354	BNBX	503436
BNBX	503276	BNBX	503357	BNBX	503439
BNBX	503277	BNBX	503362	BNBX	503440
BNBX	503279	BNBX	503365	BNBX	503441
BNBX	503280	BNBX	503366	BNBX	503443
BNBX	503282	BNBX	503368	BNBX	503445
BNBX	503285	BNBX	503370	BNBX	503446
BNBX	503287	BNBX	503371	BNBX	503447
BNBX	503289	BNBX	503376	BNBX	503448
BNBX	503290	BNBX	503377	BNBX	503449
BNBX	503292	BNBX	503380	BNBX	503451
BNBX	503293	BNBX	503381	BNBX	503452
BNBX	503295	BNBX	503382	BNBX	503453
BNBX	503296	BNBX	503383	BNBX	503455
BNBX	503298	BNBX	503386	BNBX	503456
BNBX	503299	BNBX	503388	BNBX	503458
BNBX	503302	BNBX	503389	BNBX	503461
BNBX	503312	BNBX	503391	BNBX	503462
BNBX	503313	BNBX	503397	BNBX	503463
BNBX	503316	BNBX	503398	BNBX	503464
BNBX	503321	BNBX	503401	BNBX	503469
BNBX	503322	BNBX	503403	BNBX	503474
BNBX	503326	BNBX	503404	BNBX	503475
BNBX	503328	BNBX	503405	BNBX	503476
BNBX	503329	BNBX	503406	BNBX	503477
BNBX	503330	BNBX	503407	BNBX	503480

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:

11/22/10



Robert W. Alvord