



RECORDATION NO. 29455-A FILED

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SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
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June 7, 2011

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Partial Termination of Lease dated May 6, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, MI 48336

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29455.

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

125 cars within the series MBKX 44862 - MBKX 45098 as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Partial Termination of Lease.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

Memorandum of Partial Termination of Lease dated as of May 6, 2011 by Mitsui Rail Capital, LLC, a Delaware limited liability company ("Lessor").

WITNESSETH:

- 1. Lessor and The Detroit Edison Company (the "Lessee") are parties to that certain Lease Agreement (the "Lease Agreement"), dated February 25, 2008, and Schedule No. 3 thereto dated as of August 24, 2010 (the "Schedule"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "Lease.")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease Agreement dated as of August 24, 2010 with the Surface Transportation Board on September 3, 2010 under Recordation Number 29455.
3. The railcars listed on Exhibit 1 attached hereto have been terminated and are no longer covered under the Lease.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUI RAIL CAPITAL, LLC

By: [Signature]
Name: John O'Bryan
Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 31 day of May, 2011, before me personally appeared John O'Bryan, 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 company, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires: July 7, 2012



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 | 44862 | 43 | MBKX | 44924 | 85 | MBKX | 45008 |
| 2 | MBKX | 44863 | 44 | MBKX | 44925 | 86 | MBKX | 45012 |
| 3 | MBKX | 44866 | 45 | MBKX | 44926 | 87 | MBKX | 45013 |
| 4 | MBKX | 44869 | 46 | MBKX | 44927 | 88 | MBKX | 45014 |
| 5 | MBKX | 44870 | 47 | MBKX | 44929 | 89 | MBKX | 45015 |
| 6 | MBKX | 44871 | 48 | MBKX | 44930 | 90 | MBKX | 45018 |
| 7 | MBKX | 44872 | 49 | MBKX | 44931 | 91 | MBKX | 45021 |
| 8 | MBKX | 44873 | 50 | MBKX | 44932 | 92 | MBKX | 45022 |
| 9 | MBKX | 44874 | 51 | MBKX | 44933 | 93 | MBKX | 45024 |
| 10 | MBKX | 44877 | 52 | MBKX | 44934 | 94 | MBKX | 45025 |
| 11 | MBKX | 44878 | 53 | MBKX | 44935 | 95 | MBKX | 45026 |
| 12 | MBKX | 44880 | 54 | MBKX | 44937 | 96 | MBKX | 45029 |
| 13 | MBKX | 44881 | 55 | MBKX | 44938 | 97 | MBKX | 45030 |
| 14 | MBKX | 44882 | 56 | MBKX | 44941 | 98 | MBKX | 45031 |
| 15 | MBKX | 44884 | 57 | MBKX | 44942 | 99 | MBKX | 45034 |
| 16 | MBKX | 44885 | 58 | MBKX | 44943 | 100 | MBKX | 45035 |
| 17 | MBKX | 44886 | 59 | MBKX | 44946 | 101 | MBKX | 45037 |
| 18 | MBKX | 44887 | 60 | MBKX | 44947 | 102 | MBKX | 45038 |
| 19 | MBKX | 44888 | 61 | MBKX | 44948 | 103 | MBKX | 45039 |
| 20 | MBKX | 44889 | 62 | MBKX | 44950 | 104 | MBKX | 45041 |
| 21 | MBKX | 44890 | 63 | MBKX | 44952 | 105 | MBKX | 45043 |
| 22 | MBKX | 44891 | 64 | MBKX | 44957 | 106 | MBKX | 45045 |
| 23 | MBKX | 44893 | 65 | MBKX | 44958 | 107 | MBKX | 45048 |
| 24 | MBKX | 44894 | 66 | MBKX | 44959 | 108 | MBKX | 45050 |
| 25 | MBKX | 44895 | 67 | MBKX | 44961 | 109 | MBKX | 45055 |
| 26 | MBKX | 44900 | 68 | MBKX | 44962 | 110 | MBKX | 45056 |
| 27 | MBKX | 44903 | 69 | MBKX | 44964 | 111 | MBKX | 45057 |
| 28 | MBKX | 44905 | 70 | MBKX | 44965 | 112 | MBKX | 45060 |
| 29 | MBKX | 44906 | 71 | MBKX | 44966 | 113 | MBKX | 45062 |
| 30 | MBKX | 44907 | 72 | MBKX | 44967 | 114 | MBKX | 45068 |
| 31 | MBKX | 44908 | 73 | MBKX | 44968 | 115 | MBKX | 45078 |
| 32 | MBKX | 44910 | 74 | MBKX | 44969 | 116 | MBKX | 45079 |
| 33 | MBKX | 44911 | 75 | MBKX | 44970 | 117 | MBKX | 45081 |
| 34 | MBKX | 44912 | 76 | MBKX | 44972 | 118 | MBKX | 45083 |
| 35 | MBKX | 44913 | 77 | MBKX | 44973 | 119 | MBKX | 45084 |
| 36 | MBKX | 44914 | 78 | MBKX | 44974 | 120 | MBKX | 45087 |
| 37 | MBKX | 44915 | 79 | MBKX | 44976 | 121 | MBKX | 45090 |
| 38 | MBKX | 44916 | 80 | MBKX | 44977 | 122 | MBKX | 45091 |
| 39 | MBKX | 44917 | 81 | MBKX | 44978 | 123 | MBKX | 45096 |
| 40 | MBKX | 44919 | 82 | MBKX | 44980 | 124 | MBKX | 45097 |
| 41 | MBKX | 44920 | 83 | MBKX | 45006 | 125 | MBKX | 45098 |
| 42 | MBKX | 44923 | 84 | MBKX | 45007 | | | |