

DE ORIG.



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T. R. Jackson
Assistant Vice President

DUPLICATE ORIGINAL

March 19, 1992

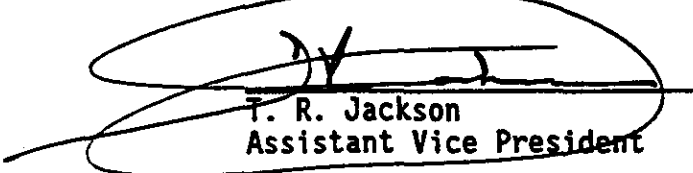
Mr. Thomas Wilson
Detroit Edison Company
2000 Second Avenue
Detroit, MI 48226

Dear Mr. Wilson:

This letter will confirm our understanding and agreement that for One Dollar and Other Valuable Consideration paid by the Detroit Edison Company (DE) effective as of April 1, 1992, CSX Transportation, Inc., hereby waives future rental requirements (provided there shall be no refunds of any prepaid rentals) and termination rights for the now existing aerial and underground wireline and pipeline crossing agreements identified on the attached Exhibit A. Except as described in the preceding sentence, the terms of all such agreements remain unaltered and in full force and effect.

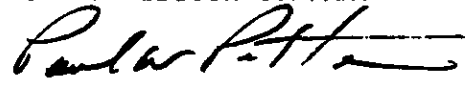
Please indicate your understanding and acceptance of the foregoing by having the duplicate original of this letter executed on your behalf and return to the undersigned. No further revision of the individual license agreements will be necessary to effect the changes set forth in the first sentence of the first paragraph other than this letter exchange, which will constitute a supplement to each agreement.

By: CSX TRANSPORTATION, INC.
CSX Real Property, Inc.
Its Attorney-in-Fact


T. R. Jackson
Assistant Vice President

TRJ:hkm

THE FOREGOING IS UNDERSTOOD AND AGREED THIS 19th DAY OF MARCH, 1992.

DETROIT EDISON COMPANY


BY: _____
Title: Paul W. Potter, Director -
Corporate Real Estate

RECORDED RIGHT OF WAY NO. 31213

SEE:
RECORDED RIGHT OF WAY NO. 42790