

Indra Bedasie  
Legal Assistant

The CIT Group/  
Capital Finance, Inc.  
1211 Avenue of the Americas  
21st Floor  
New York, NY 10036  
Tel: 212 536-9492  
Fax: 212 536-1388

RECORDATION NO. 20776 FILED

JUL 17 '97

1-40PM



July 15, 1997

*Countryarts - v A*

**Re: Memorandum of Lease Agreement between  
The CIT Group/Equipment Financing, Inc.  
and Commonwealth Edison Company**

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUL 17 1 40 PM '97

Enclosed herewith are four (4) originals of the above-referenced Memorandum of Lease Agreement duly executed and notarized. Please have the enclosed recorded with the Surface Transportation Board urgently, thereafter returning three (3) stamped recorded originals to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,

*Indra Bedasie*  
Indra Bedasie

Enclosure

cc: N. Coblazo  
S. Darnell, Esq.

560.ltr

RECORDATION NO. 20776 FILED

JUL 17 '97

1:40PM

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is intended to evidence the Lease Agreement dated as of June 30, 1997 (the "Lease"), between The CIT Group/Equipment Financing, Inc., a New York corporation (the "Lessor"), having an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), Commonwealth Edison Company, an Illinois corporation (the "Lessee"), having an address at 10 S. Dearborn, Chicago, Illinois 60690, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. Section 11301. The Lessor is the owner of the cars, whose markings are set forth in Exhibit A hereto (the "Units"). The Lessee leased all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease Agreement to be duly executed as of the date first above written, and the undersigned signatories each hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

LESSOR:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy Nardella Coblazo  
Its: Vice President

Date: July 1, 1997

LESSEE:

COMMONWEALTH EDISON COMPANY

By: J.A. Small  
Its: Vice President

Date: June 30, 1997

STATE OF ny )  
 )  
COUNTY OF ny )

On this 1st day of July 1997, before me personally appeared RANCY MARIELLA COBLAZO, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT, of THE CIT GROUP/EQUIPMENT FINANCING, INC., and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.

Barbara Garner  
Notary Public

[Notarial Seal]

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

My commission expires:

STATE OF ILLINOIS )  
 )  
COUNTY OF DUPAGE )

On this 30th day of June 1997, before me personally appeared J. A. Small, to me personally known, who, being by me duly sworn, says that he is Vice President, of COMMONWEALTH EDISON COMPANY, and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.



Sheryl Fehse  
Notary Public

[Notarial Seal]

My commission expires: July 7, 1998

EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED JUNE 30, 1997

CAR MARKINGS: CWEX 5001 - CWEX 5705 (both inclusive)