

RECORDATION # 20297 FILED 1425

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October 7, 1996

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
The Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11301(a) are one original executed copy and two photostatic copies of a Memorandum of Lease Agreement, dated as of September 18, 1996 ("Memorandum") relating to a Lease Agreement, dated as of September 18, 1996 (the "Lease") and Rider #1 thereto, dated as of September 18, 1996 ("Rider #1"), between JAIX Leasing Company as Lessor, and Commonwealth Edison Company as Lessee, which Memorandum is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Memorandum of Lease Agreement are:

- Lessor: JAIX Leasing Company  
980 North Michigan Avenue  
Suite 1000  
Chicago, Illinois 60611
- Lessee: Commonwealth Edison Company  
1411 Opus Place  
Suite 200  
Downers Grove, IL 60515-5701

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Mr. Vernon A. Williams

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A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement, dated as of September 18, 1996, between JAIX Leasing Company, as Lessor, and Commonwealth Edison Company, as Lessee, covering 345 aluminum BethGon coalporter railcars.

Very truly yours,

  
Susan F. Lifvendahl

w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

RECORD 20297

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MEMORANDUM OF LEASE AGREEMENT

ADMISSION

This Memorandum of Lease Agreement is made and entered into as of September 18, 1996, by and between JAIX Leasing Company, (hereinafter referred to as "Lessor") and Commonwealth Edison Company (hereinafter referred to as "Lessee"), respecting that certain Lease Agreement dated September 18, 1996 (the "Lease") and Rider #1 thereto dated as of September 18, 1996 ("Rider #1") between Lessor and Lessee

Pursuant to the provisions of the Lease and Rider #1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the aluminum BethCon coalporter railcars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

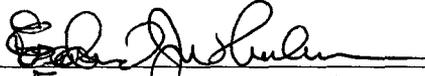
2. The term of the Lease for any Railcar under Rider #1 shall commence on September 18, 1996 and shall terminate 36 months from delivery and acceptance of the last Railcar, provided that the Lease may be sooner terminated or extended as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider #1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider #1, the provisions of the Lease or Rider #1, as the case may be, shall control.

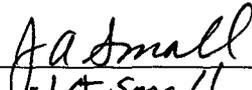
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true

and correct document and was executed and delivered as of the date first above written.

JAIIX LEASING COMPANY

By:   
Name: Edward J. Sullivan  
Title: PRESIDENT

COMMONWEALTH EDISON COMPANY

By:   
Name: J. A. Small  
Title: Vice President

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 20<sup>th</sup> day of September, 1996, before me personally appeared Edward J. Whalen, to me personally known who, being by me duly sworn, says that he is President of JAIX LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



Cynthia D. Martin  
Notary Public

My Commission Expires July 16, 2000

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 25<sup>th</sup> day of September, 1996, before me personally appeared James A. Small, to me personally known who, being by me duly sworn, says that he is Vice President of COMMONWEALTH EDISON COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheryl Fehse  
Notary Public

[Notary Seal]

My Commission Expires July 7, 1998



SCHEDULE A

345 ALUMINUM BETHGON COALPORTER RAILCARS

CWEX 4001 - CWEX 4345, Inclusive