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OF COUNSEL  
URBAN A. LESTER

May 1, 2002

Julia Farr, Esq.  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23970 FILED

MAY 1 2002 4-46 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Farr:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of May 1, 2002, 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: CIT Leasing Corporation  
1211 Avenue of the Americas  
New York, New York 10036

Lessee: Midwest Generation, LLC  
440 South LaSalle Street  
Suite 3500  
Chicago, Illinois 60605

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

Two hundred and fifty-four (254) rotary dump gondola railcars bearing reporting CWEX marks and road numbers 2553 through 2817, but excluding 2562, 2579, 2589, 2625, 2633, 2646, 2648, 2653, 2667, 2760 and 2773.

Julia Farr, Esq.  
May 1, 2002  
Page 4

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$30.00 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 cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17 day of May, 2002, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MIDWEST GENERATION, LLC, a limited liability company, with an address at 440 S. LaSalle Street, Suite 3500, Chicago, IL 60605 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, The CIT Group/Equipment Financing, Inc. and Commonwealth Edison Company entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 1997, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 17, 1997 and given Recordation Number 20776;

WHEREAS, C.I.T. Leasing Corporation shall be the Lessor for purposes of Rider 2 (referred to below) of the Lease;

WHEREAS, Commonwealth Edison Company assigned its interest as lessee to Midwest Generation, LLC, the Lessee;

WHEREAS, the Parties have entered into an additional Rider ("Rider 2") under the Lease and wish to show for the public record the existence of the aforesaid Rider 2, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

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 Equipment to the Lessee in accordance with the terms and conditions of the Lease and Rider 2, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

RECORDATION NO. 23970 FILED

MAY 17 2002 4:46 PM

SURFACE TRANSPORTATION BOARD

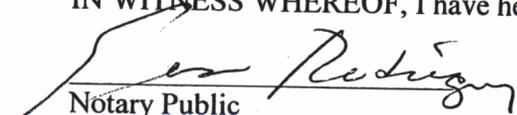
C.I.T. Leasing Corporation

By: Nancy A. Nardella  
Name: Nancy A. Nardella  
Title: Vice President

STATE OF NEW YORK )  
                                  )SS:  
COUNTY OF NEW YORK )

On this 29 day of April, 2002 before me personally appears  
Nancy A. Nardella, to me personally known, who by me duly sworn,  
says that he/she is the Vice President of C.I.T. Leasing  
Corporation (the "Company"), that the foregoing instrument was signed on behalf of  
the said Company by authority of its Board of Directors, and he/she acknowledged that  
the execution of the foregoing instrument was the free act and deed of the said  
Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission expires

**ELSA RODRIGUEZ**  
Notary Public, State of New York  
No. 4967228  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 29, 2002

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 200\_ before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of Midwest Generation, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

My Commission expires

## Schedule A

Car Numbers: CWEX 2553 – 2817 (both inclusive), excluding the following 11 car numbers: 2562, 2579, 2589, 2625, 2633, 2646, 2648, 2653, 2667, 2760, 2773

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC

By: *Guy F. Gorney*  
Name: Guy F. Gorney  
Title: Vice President Operations, Maintenance & Fuels

COUNTY OF Cook )

On this 29th day of April, 2002 before me personally appears Guy Gorney to me personally known, who by me duly sworn, says that he/she is the Vice President of Operations of Midwest Generation, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*Maria L. Richmond*  
Notary Public



My Commission expires 12/6/05

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this \_\_\_\_\_ day of \_\_\_\_\_, 2002, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MIDWEST GENERATION, LLC, a limited liability company, with an address at 440 S. LaSalle Street, Suite 3500, Chicago, IL 60605 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, The CIT Group/Equipment Financing, Inc. and Commonwealth Edison Company entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 1997, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 17, 1997 and given Recordation Number 20776;

WHEREAS, C.I.T. Leasing Corporation shall be the Lessor for purposes of Rider 2 (referred to below) of the Lease;

WHEREAS, Commonwealth Edison Company assigned its interest as lessee to Midwest Generation, LLC, the Lessee;

WHEREAS, the Parties have entered into an additional Rider ("Rider 2") under the Lease and wish to show for the public record the existence of the aforesaid Rider 2, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

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 Equipment to the Lessee in accordance with the terms and conditions of the Lease and Rider 2, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

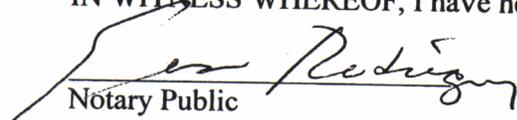
C.I.T. Leasing Corporation

By: Nancy A. Nardella  
Name: Nancy A. Nardella  
Title: Vice President

STATE OF NEW YORK )  
                          )SS:  
COUNTY OF NEW YORK )

On this 29 day of April, 2002 before me personally appears  
Nancy A. Nardella, to me personally known, who by me duly sworn,  
says that he/she is the Vice President of C.I.T. Leasing  
Corporation (the "Company"), that the foregoing instrument was signed on behalf of  
the said Company by authority of its Board of Directors, and he/she acknowledged that  
the execution of the foregoing instrument was the free act and deed of the said  
Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission expires

**ELSA RODRIGUEZ**  
Notary Public, State of New York  
No. 4967228  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 29, 2002

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 200\_ before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of Midwest Generation, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

My Commission expires

## Schedule A

Car Numbers: CWEX 2553 – 2817 (both inclusive), excluding the following 11 car numbers: 2562, 2579, 2589, 2625, 2633, 2646, 2648, 2653, 2667, 2760, 2773

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC

By: *Guy F. Gorney*  
Name: Guy F. Gorney  
Title: Vice President Operations, Maintenance & Fuels

COUNTY OF Cook )

On this 29th day of April, 2002 before me personally appears Guy Gorney to me personally known, who by me duly sworn, says that he/she is the Vice President of Operations of Midwest Generation, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*Maria L. Richmond*  
Notary Public



My Commission expires 12/6/05