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May 30, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 20776-A FILED

JUN 3 '02 1-50 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Partial Release of Lease Agreement** dated as of May 28, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **MIDWEST GENERATION LLC**
440 S. LaSalle Street, Suite 3500, Chicago, IL 60605

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MIDWEST GENERATION LLC**, covering 6 coalporter cars with reporting marks and numbers – CWEX5258 – CWEX 5514, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20776 dated 7/17/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Research/Development Coordinator

Enclosure

PARTIAL RELEASE OF LEASE AGREEMENT

THIS PARTIAL RELEASE OF LEASE AGREEMENT is given by The CIT Group/Equipment Financing, Inc. ("Lessor"). *1211 Avenue of the Americas, 21st FL, NY, NY 10036*

WITNESSETH

WHEREAS, pursuant to that certain Lease Agreement dated as of June 30, 1997 made between Lessor and Commonwealth Edison Company ("Lessee"), as assigned by Lessee to Midwest *440 S. LaSalle St.* Generation, LLC pursuant to an Assignment Agreement dated October 26, 1999 (the "Lease"), *Suite 3500, Chicago, IL 60605* which Lease was filed and recorded pursuant to a Memorandum of Lease Agreement filed with the Surface Transportation Board on July 17, 1997 as Recordation Number 20776; and

WHEREAS, a portion of the equipment that Lessor leased to Lessee pursuant to the Lease has been destroyed (the "Destroyed Equipment"); and

WHEREAS, a list of the Destroyed Equipment is set forth in Schedule A attached hereto; and

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Lessor hereby releases its interest in the Destroyed Equipment described in Schedule A attached hereto. THIS PARTIAL RELEASE OF LEASE AGREEMENT RELATES ONLY TO THE DESTROYED EQUIPMENT; LESSOR DOES NOT RELEASE ITS INTEREST IN ANY OF THE REMAINING EQUIPMENT SET FORTH IN THE LEASE.

IN WITNESS WHEREOF, Lessor has duly executed this PARTIAL RELEASE OF LEASE AGREEMENT as of this 28th day of May, 2002.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President

RECORDATION NO. 20776 FILED **A**

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

RIDER #1B to the Lease

Four (4) Aluminum Bethgon Coalporter Cars with car numbers CWEX 5258, 5391, 5439, and 5459.

RIDER #1C to the Lease

Two (2) Aluminum Bethgon Coalporter Cars with car numbers CWEX 5471 and 5514

