



The David J. Joseph Company



July 2, 2004

RECORDATION NO. 20847-B FILED

JUL 06 '04 3-44 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of June 1, 2004 between the following parties:

Lessee:	Midwest Generation, LLC One Financial Plaza 440 South LaSalle St. Chicago, IL 60605
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, eighty-eight (88) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated June 1, 2004 related to eighty-eight (88) railcars bearing reporting marks DJLX 96006, 96021, 96055, 96061, 96104 and DJLX 97000-97042, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check No. 558999 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

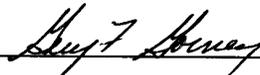
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 1st day of June, 2004, is intended to evidence the lease dated as of June 1, 2004 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor") and **MIDWEST GENERATION, LLC**, a Delaware limited liability company (hereinafter referred to as "Lessee"), and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (hereinafter referred to as "Manager"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the eighty-eight (88) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, Lessee, and Manager, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH LEASING LTD.
for itself as Lessor and on behalf
of **THE DAVID J. JOSEPH COMPANY**,
as Manager

MIDWEST GENERATION, LLC

By: 

By: 

Name: Paul G. Jantsch

Name: Guy Gorney

Title: Vice President

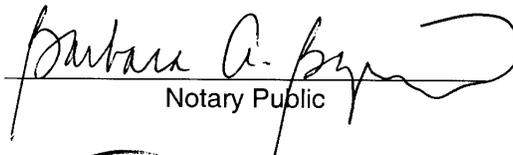
Title: Vice President

Date: 6/14/04

Date: 6/9/04

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 14th day of June, 2004, by Paul G. Jantsch, a Vice President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company and as Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation


Notary Public

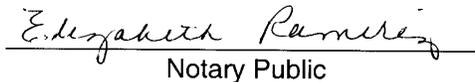
My Commission expires:
February 20, 2006



BARBARA A. BRZEICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

The foregoing instrument was acknowledged before me this ___ day of June, 2004, by Guy Gorney, a Vice President of Midwest Generation, LLC, a Delaware limited liability company, on behalf of the company.


Notary Public

My Commission expires:
9-28-05



EXHIBIT A

To the Memorandum of Lease dated June 1, 2004, among Joseph Leasing Ltd., Midwest Generation, LLC, and The David J. Joseph Company.

DESCRIPTION OF UNITS

Eighty-eight (88) railcars bearing reporting marks:

DJLX 96006, 96021, 96055, 96061, 96104 (5 Units)

and

DJLX 97000-97001, DJLX 97003-97029, DJLX 97031-97032,
DJLX 97034-97042,