

RECORDATION NO. 25256 FILED

OCT 26 '04 11-35 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 26, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of July 30, 2004, 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: North America Rail Leasing #32 LLC (d/b/a
Babcock & Brown Rail Leasing)
230 Park Avenue, 32nd Floor
New York, New York 10169

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

Mr. Vernon A. Williams
October 26, 2004
Page 2

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

119 railcars: CWEX 24000 - CWEX 24118.

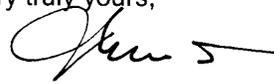
A short summary of the document to appear in the index is:

Memorandum of 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25256 FILED

OCT 26 '04 11-35 AM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT dated as of this 30th day of July, 2004, is made by NORTH AMERICA RAIL LEASING #32 LLC (D/B/A BABCOCK & BROWN RAIL LEASING), a Delaware limited liability company (the "Lessor"), and MIDWEST GENERATION, LLC, a Delaware limited liability company (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

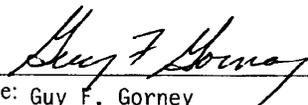
WHEREAS, the Lessor and the Lessee entered into that certain Net Lease Agreement effective as of July 30, 2004 and Rider No. 01 thereto effective as of the same date (referred to herein collectively as the "Lease"), covering the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties 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 the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

MIDWEST GENERATION, LLC, as Lessee

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

NORTH AMERICA RAIL LEASING #32 LLC
(D/B/A BABCOCK & BROWN RAIL LEASING)
as Lessor

By: _____
Name:
Title:

STATE OF CALIFORNIA)

) SS:

COUNTY OF SAN FRANCISCO)

On this 9th day of July, 2004 before me personally appears Ross Sullivan, to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice President of NORTH AMERICA RAIL LEASING #32 LLC (D/B/A BABCOCK & BROWN RAIL LEASING) (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, 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.



Heidi Wagner
Notary Public

[SEAL]

My Commission expires: June 4, 2006

STATE OF _____)

) SS:

COUNTY OF _____)

On this _____ day of July, 2004 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 Officers, 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:

STATE OF CALIFORNIA)

) SS:

COUNTY OF SAN FRANCISCO)

On this _____ day of July, 2004 before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of NORTH AMERICA RAIL LEASING #32 LLC (D/B/A BABCOCK & BROWN RAIL LEASING) (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, 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:

STATE OF Illinois)

) SS:

COUNTY OF Cook)

On this 30th day of July, 2004 before me personally appears Guy F. Gorney, to me personally known, who by me duly sworn, says that he/she is the VP, Operations, M&E + Fuels of MIDWEST GENERATION, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, 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.

Elizabeth Ramirez

Notary Public

[SEAL]



My Commission expires:

EXHIBIT A TO MEMORANDUM OF LEASE AGREEMENT

One hundred nineteen (119) Aluminum BethGon coalporter railcars, 4480 CF, AAR car type code J311, 286,000 lbs. GRL, built in 1998 by Johnstown America.

<u>Current Reporting</u>			<u>Replacement</u>		<u>Current Reporting</u>			<u>Replacement</u>	
<u>Marks and Numbers</u>			<u>Marks and Numbers</u>		<u>Marks and Numbers</u>			<u>Marks and Numbers</u>	
1	NORX	4005	CWEX	24041	31	NORX	4099	CWEX	24107
2	NORX	4009	CWEX	24115	32	NORX	4101	CWEX	24065
3	NORX	4019	CWEX	24072	33	NORX	4102	CWEX	24001
4	NORX	4023	CWEX	24117	34	NORX	4103	CWEX	24075
5	NORX	4024	CWEX	24003	35	NORX	4104	CWEX	24092
6	NORX	4026	CWEX	24018	36	NORX	4105	CWEX	24102
7	NORX	4028	CWEX	24076	37	NORX	4106	CWEX	24051
8	NORX	4032	CWEX	24036	38	NORX	4107	CWEX	24063
9	NORX	4034	CWEX	24099	39	NORX	4108	CWEX	24028
10	NORX	4035	CWEX	24044	40	NORX	4109	CWEX	24088
11	NORX	4040	CWEX	24094	41	NORX	4114	CWEX	24103
12	NORX	4043	CWEX	24035	42	NORX	4115	CWEX	24026
13	NORX	4046	CWEX	24053	43	NORX	4118	CWEX	24049
14	NORX	4047	CWEX	24105	44	NORX	4121	CWEX	24097
15	NORX	4049	CWEX	24085	45	NORX	4125	CWEX	24093
16	NORX	4051	CWEX	24067	46	NORX	4126	CWEX	24078
17	NORX	4052	CWEX	24118	47	NORX	4129	CWEX	24038
18	NORX	4053	CWEX	24007	48	NORX	4133	CWEX	24074
19	NORX	4054	CWEX	24034	49	NORX	4135	CWEX	24055
20	NORX	4055	CWEX	24110	50	NORX	4137	CWEX	24005
21	NORX	4056	CWEX	24002	51	NORX	4140	CWEX	24030
22	NORX	4060	CWEX	24096	52	NORX	4141	CWEX	24084
23	NORX	4072	CWEX	24062	53	NORX	4143	CWEX	24100
24	NORX	4074	CWEX	24008	54	NORX	4147	CWEX	24009
25	NORX	4078	CWEX	24095	55	NORX	4149	CWEX	24064
26	NORX	4085	CWEX	24108	56	NORX	4151	CWEX	24061
27	NORX	4088	CWEX	24039	57	NORX	4158	CWEX	24046
28	NORX	4091	CWEX	24070	58	NORX	4164	CWEX	24025
29	NORX	4096	CWEX	24006	59	NORX	4172	CWEX	24060
30	NORX	4097	CWEX	24000	60	NORX	4173	CWEX	24077

EXHIBIT A TO MEMORANDUM OF LEASE AGREEMENT

One hundred nineteen (119) Aluminum BethGon coalporter railcars, 4480 CF, AAR car type code J311, 286,000 lbs. GRL, built in 1998 by Johnstown America.

<u>Current Reporting</u>			<u>Replacement</u>		<u>Current Reporting</u>			<u>Replacement</u>	
<u>Marks and Numbers</u>			<u>Marks and Numbers</u>		<u>Marks and Numbers</u>			<u>Marks and Numbers</u>	
61	NORX	4180	CWEX	24113	91	NORX	4262	CWEX	24109
62	NORX	4181	CWEX	24091	92	NORX	4266	CWEX	24011
63	NORX	4182	CWEX	24016	93	NORX	4269	CWEX	24081
64	NORX	4186	CWEX	24037	94	NORX	4272	CWEX	24086
65	NORX	4191	CWEX	24050	95	NORX	4278	CWEX	24101
66	NORX	4192	CWEX	24087	96	NORX	4283	CWEX	24021
67	NORX	4195	CWEX	24048	97	NORX	4284	CWEX	24057
68	NORX	4196	CWEX	24024	98	NORX	4287	CWEX	24089
69	NORX	4197	CWEX	24104	99	NORX	4297	CWEX	24029
70	NORX	4199	CWEX	24098	100	NORX	4300	CWEX	24106
71	NORX	4200	CWEX	24068	101	NORX	4301	CWEX	24111
72	NORX	4202	CWEX	24071	102	NORX	4302	CWEX	24058
73	NORX	4204	CWEX	24027	103	NORX	4304	CWEX	24047
74	NORX	4205	CWEX	24017	104	NORX	4310	CWEX	24073
75	NORX	4209	CWEX	24054	105	NORX	4311	CWEX	24116
76	NORX	4211	CWEX	24042	106	NORX	4320	CWEX	24043
77	NORX	4213	CWEX	24014	107	NORX	4321	CWEX	24012
78	NORX	4219	CWEX	24083	108	NORX	4324	CWEX	24052
79	NORX	4224	CWEX	24033	109	NORX	4326	CWEX	24032
80	NORX	4226	CWEX	24040	110	NORX	4327	CWEX	24010
81	NORX	4229	CWEX	24079	111	NORX	4328	CWEX	24059
82	NORX	4232	CWEX	24066	112	NORX	4329	CWEX	24004
83	NORX	4236	CWEX	24013	113	NORX	4335	CWEX	24114
84	NORX	4237	CWEX	24069	114	NORX	4336	CWEX	24020
85	NORX	4242	CWEX	24112	115	NORX	4346	CWEX	24045
86	NORX	4246	CWEX	24022	116	NORX	4350	CWEX	24056
87	NORX	4249	CWEX	24090	117	NORX	4351	CWEX	24080
88	NORX	4250	CWEX	24031	118	NORX	4358	CWEX	24023
89	NORX	4252	CWEX	24082	119	NORX	4359	CWEX	24019
90	NORX	4257	CWEX	24015					

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: October 26, 2004



Robert W. Alvord