

July 10, 2013

Re: one 20 Axle Schnabel Railcar Serial No. CPOX-820 (the "Railcar") leased under Lease Supplement No. 10 dated August 27, 1980, (the "Lease") which was entered into pursuant to Equipment Lease dated January 30, 1979

This letter agreement is made as of the date set forth above by and between Consumers Energy Company ("Consumers") and Wells Fargo Bank, N.A. ("Wells Fargo") as follows:

1. Consumers represents and warrants to Wells Fargo as follows:
 - (a) Consumers was formerly known as Consumers Power Company.
 - (b) On or about October 12, 1989 Consumers paid the sum of \$1,330,187.75 to Wells Fargo Equipment Leasing Corp ("WFEL") as the full purchase price for the Railcar and in satisfaction of all of Consumer's obligations under the Lease

2. In reliance on the foregoing representations and warranties Wells Fargo (a) represents and warrants to Consumers that to the best of its knowledge it is the successor in interest to WFEL and (b) agrees as follows:
 - i. on behalf of itself and WFEL it disclaims and releases any right, title or interest in the Railcar, and
 - ii. Consumers may and is hereby authorized to terminate WFEL's lien on the Railcar.

Wells Fargo Bank, N.A.

By: *John K. Benton*
Title: *Senior Vice President*

Consumers Energy Company

By: *D. New*
Title: *Vice President & Treasurer*

APV'D AS TO FORM
KCU