

RECORDATION NO. 18716-7 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

DEC 29 '99 4-43 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

December 29, 1999

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 an Amendment No. 1 to Unit Leasing Record No. 1, dated as of December 15, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 18716.

The names and addresses of the parties to the enclosed document are:

Lessor: Hero Leasing, Limited Partnership
c/o ML Leasing Equipment Corp.
250 Vesey Street
New York, New York 10281

Lessee: Midwest Generation, LLC
One Financial Place
440 South LaSalle Street, Suite 3600
Chicago, Illinois 60605

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

124 railcars - CWEX 2554, CWEX 2556 - 2677, CWEX 2679 - 2685,
(excluding 2562, 2625, 2633, 2648, 2653, 2667)

R-5

Mr. Vernon Williams
December 29, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 18716-J FILED
DEC 28 1999 4-43 PM
SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1 TO UNIT LEASING RECORD AND
CONFIRMATION OF ASSUMPTION OF UNIT LEASING RECORD
DATED AS OF DECEMBER 15, 1999

AMENDMENT NO. 1 to Unit Leasing Record and Confirmation of Assumption of Unit Leasing Record ("this Amendment No. 1"), dated as of December 15, 1999, between Hero Leasing, Limited Partnership (the "Lessor") and Midwest Generation, LLC (the "Lessee").

WHEREAS, the Lessor and Commonwealth Edison Company (the "Assignor") have heretofore entered into a certain Unit Leasing Record, dated as of February 24, 1994, relating to railcars ("ULR No. 1");

WHEREAS, the Assignor and the Lessee, as assignee, have entered into an Assignment and Assumption Agreement, dated as of the date hereof, under which, among other things, the Lessor consented to the assignment of all of the Assignor's rights and obligations under ULR No. 1 to the Lessee, and to the assumption by the Lessee of all of the Assignor's duties and obligations under ULR No. 1;

WHEREAS, the Lessor and the Lessee wish to confirm the Lessee's assumption of all rights, duties and obligations of the Assignor under ULR No. 1;

WHEREAS, the Lessor and the Lessee wish to amend ULR No. 1;

NOW, THEREFORE, the Lessor and the Lessee, intending to be legally bound, and in consideration of the premises and the covenants contained herein, hereby agree as follows:

1. The Lessor and the Lessee hereby confirm that all rights, duties and obligations of the Assignor under ULR No. 1 have been irrevocably assumed by the Lessee, and shall be deemed to be the rights, duties and obligations of the Lessee, and the Lessee hereby agrees to do all acts and things required of it under ULR No. 1 as amended by this Amendment No. 1.
2. The name of the Lessee under ULR No. 1 is hereby amended to read in its entirety "Midwest Generation, LLC".

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be duly executed as of the date first written above.

HERO LEASING, LIMITED PARTNERSHIP

By: Hero Capital, Inc.,
its General Partner

By: Frank J. Conley
Name: FRANK J. CONLEY
Title: VICE PRESIDENT

MIDWEST GENERATION, LLC

By: _____
Name:
Title:

State of New York)
) ss.:
County of New York)

On the 13 day of December, 1999 before me personally came Frank J. Conley, to me known, who, being by me duly sworn, did depose and say that he resides in Wilton, Connecticut; that he is a Vice President and Assistant Secretary of Hero Capital, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.

CHERYL DAVIN MASON
NOTARY PUBLIC, State of New York
No. 01MA6010663
Qualified in Queens County
Commission Expires 7/20/2000
Cheryl Mason
Notary Public

(SEAL)

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be duly executed as of the date first written above.

HERO LEASING, LIMITED PARTNERSHIP

By: Hero Capital, Inc.,
its General Partner

By: _____
Name:
Title:

MIDWEST GENERATION, LLC

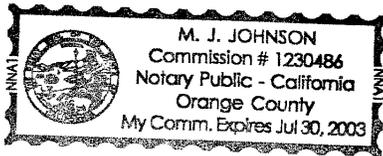
By: Reggie G. Rice
Name: Reggie G. Rice
Title: Vice President

STATE OF CALIFORNIA

COUNTY OF ORANGE

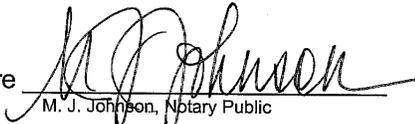
On December 15, 1999, before me, M. J. Johnson, Notary Public, personally appeared Reggie G. Rice, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Seal)

Signature


M. J. Johnson, Notary Public