

November 6, 2008

The County of Lake
Lake County Division of Transportation
600 W. Winchester Road
Libertyville, IL 60048

Attn: Martin G. Buehler

Re: Agreement dated May 10, 1966 ("Agreement") between County of Lake ("County") and Commonwealth Edison Company ("ComEd"), concerning that certain Easement Agreement between ComEd and the Chicago North Shore and Milwaukee Railway dated March 8, 1957, and recorded on June 10, 1957 in the Office of the Recorder of Deeds of Lake County as Document No. 953350 (the "Easement Agreement") and that certain Operating Agreement between ComEd and the Chicago North Shore and Milwaukee Railway dated March 8, 1957 ("Operating Agreement")

Dear Mr. Buehler:

This letter confirms following understanding of the parties regarding the above-referenced Agreement and Easement Agreement:

1. The term of the Easement Agreement expires on December 31, 2008. The Agreement provides, among other things, for an extension of the term of the Easement Agreement and the Operating Agreement, as they relate to the portion of the easement premises covered by the Agreement (the "Right of Way"), beyond December 31, 2008, as the County and ComEd may agree.
2. The parties desire to extend the term of the Easement Agreement and the Operating Agreement as they relate to the Right of Way but as yet have not been able to finalize the terms of such extension.
3. The parties agree to extend the Easement Agreement and the Operating Agreement (to the extent they relate to the Right of Way) and the Agreement after December 31, 2008, for one year to December 31, 2009 or until such earlier time as a final extension agreement is mutually agreed upon between the parties.

Please indicate the County's agreement to the terms and conditions of this letter by executing a copy of this letter and returning it to the undersigned.

Yours truly,

Commonwealth Edison Company

Accepted and agree to this __ day of _____, 2008

The County of Lake

By: _____

Name: _____

Its: _____