



**MIDWEST
GENERATION EME, LLC**

An EDISON INTERNATIONAL® Company

Amy L. Hanrahan
Senior Environmental
Engineer
Environmental Services

January 18, 2013

Ms. Andrea Rhodes
Illinois Environmental Protection Agency – DPWS
MC #19
1021 North Grand Avenue East
Springfield, IL 62702

VIA FEDERAL EXPRESS

Re: Compliance Commitment Agreement – ELUC
Midwest Generation, LLC, Powerton Station; ID No. 6282
Violation Notice W-2012-00057

Dear Ms. Rhodes:

The Compliance Commitment Agreement (CCA) for the above referenced site relative to Violation Notice W-2012-00057 was signed by Midwest Generation on October 15, 2012 and executed by Illinois Environmental Protection Agency (IEPA) signature on October 24, 2012 (effective date). Item 5 (h) of the CCA requires that Midwest Generation submit a proposed Environmental Land Use Control (ELUC) to cover the area of the proposed Groundwater Management Zone (GMZ; application provided under separate cover). The proposed ELUC is to be submitted to IEPA within 90 days of the effective date of the CCA.

Attached is a proposed ELUC for the Powerton Station. Please note that the formal legal description that would be included as part of Exhibit A will be completed upon IEPA approval of the proposed ELUC.

The areal extent of the proposed ELUC is provided with the attached documentation (Exhibit B Figure B-5). Groundwater flow within the silt/clay unit in the vicinity of the subject ash basins is in a westerly direction with discharge to the adjoining intake channel and groundwater flow within the gravelly sand unit is to the north with discharge to the Illinois River. The western (downgradient) extent of the proposed GMZ corresponds with the hydraulic boundary formed by the intake channel. The northern extent corresponds with the hydraulic boundary formed by the Illinois River. The southern and eastern boundaries are defined by the property boundary. The vertical extent of the GMZ would be defined by the top of the Carbondale Formation which is estimated to be approximately 70 feet below ground surface based on other site boring logs from other portions of the property.

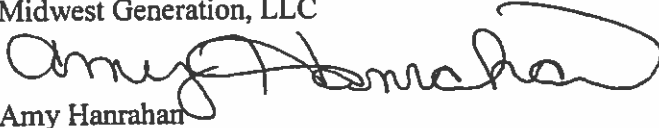
235 Remington Blvd.
Suite A
Bolingbrook, IL 60440
Tel: 630 771 7863
Fax: 949 225 0813
ahanrahan@mwgen.com

MWG13-15_712

Comp. Ex. 253

This submittal fulfills the requirements set forth under Item 5 (h) of the signed CCA.
Please call me at 630-771-7863 if there are any questions.

Sincerely,
Midwest Generation, LLC



Amy Hanrahan
Senior Environmental Engineer

cc: Ms. Maria Race, Midwest Generation EME, LLC
Mr. Basil Constantelos, Midwest Generation EME, LLC
Mr. Joseph Heredia, Midwest Generation, LLC
Mr. Christopher Foley, Midwest Generation EME, LLC
Ms. Susan Franzetti, Nijman Franzetti, LLP
Mr. Richard Gnat, KPRG and Associates, Inc.
Mr. Bill Buscher, IEPA

PREPARED BY:

Name: Christopher M. Foley
Address: Midwest Generation, LLC
500 West Madison Street
Suite 2640
Chicago, Illinois 60661

RETURN TO:

Name: Christopher M. Foley
Address: Midwest Generation, LLC
500 West Madison Street
Suite 2640
Chicago, Illinois 60661

THE ABOVE SPACE FOR RECORDER'S OFFICE

Environmental Land Use Control

THIS ENVIRONMENTAL LAND USE CONTROL ("ELUC"), is made this _____ day of _____, 2013, by Midwest Generation, LLC, ("Property Owner") of that portion (as identified in Exhibit A) of the real property located at the common address of Powerton Station, 13082 E. Manito Road, Pekin, Illinois 61554 ("Property").

WHEREAS, 415 ILCS 5/58.17 and 35 Ill. Adm. Code 742 provide for the use of an ELUC as an institutional control in order to impose land use limitations or requirements related to environmental contamination so that persons conducting remediation can obtain a No Further Remediation determination from the Illinois Environmental Protection Agency ("IEPA"). The reason for an ELUC is to ensure protection of human health and the environment. The limitations and requirements contained herein are necessary in order to protect against exposure to contaminated groundwater that may be present on the property as a result of past industrial activities on or in the vicinity of the property. Under 35 Ill. Adm. Code 742, the use of risk-based, site-specific remediation objectives may require the use of an ELUC on real property, and the ELUC may apply to certain physical features (e.g., engineered barriers, monitoring wells, caps, etc.).

NOW, THEREFORE, the recitals set forth above are incorporated by reference as if fully set forth herein and the Property Owner agrees as follows:

Section One. Property Owner does hereby establish an ELUC on the real estate, situated in the County of Tazewell, State of Illinois and further described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

Attached as Exhibit B are site maps that show the legal boundary of the Property, any physical features to which the ELUC applies, the horizontal and vertical extent of the contaminants of concern above the applicable remediation objectives for groundwater and the nature, location of the source, and direction of movement of the contaminants of concern, as required under 35 Ill. Adm. Code 742.

Section Two. Property Owner represents and warrants it is the current owner of the Property and has the authority to record this ELUC on the chain of title for the Property with the Office of the Recorder or Registrar of Titles in Tazewell County, Illinois.

Section Three. The Property Owner hereby agrees, for itself, and its heirs, grantees, successors, assigns, transferees and any other owner, occupant, lessee, possessor or user of the Property or the holder of any portion thereof or interest therein, that the groundwater under the Property shall not be used as a potable supply of water.

Section Four. This ELUC is binding on the Property Owner, its heirs, grantees, successors, assigns, transferees and any other owner, occupant, lessee, possessor or user of the Property or the holder of any portion thereof or interest therein. This ELUC shall apply in perpetuity against the Property and shall not be released until the IEPA determines there is no longer a need for this ELUC as an institutional control or until the IEPA, upon written request, issues a new no further remediation determination approving modification or removal of the limitation(s) or requirement(s); and until a release or modification of the land use limitation or requirement is filed on the chain of title for the Property.

Section Five. Future Improvement of Property: This ELUC does not limit Property Owner's or its successors' or assigns' ability to construct on or otherwise improve the Property or to allow others to use the Property. Property Owner reserves the right to remove contaminated groundwater from the Property and to dispose of it as is appropriate under applicable laws.

Section Six. The effective date of this ELUC shall be the date that it is officially recorded in the chain of title for the Property to which the ELUC applies.

WITNESS the following signatures:
Property Owner(s)

By: _____
Its: _____
Date: _____

STATE OF ILLINOIS)
) SS:
COUNTY OF _____)

I, _____ the undersigned, a Notary Public for said County and State,
DO HEREBY CERTIFY, that _____, personally known to me to be the
_____ of Midwest Gencration, LLC, the Property Owner and personally known
to me to be the same person whose name is subscribed to the foregoing instrument, appeared
before me this day in person and severally acknowledged that in said capacity signed and
delivered the said instrument as their free and voluntary act for the uses and purposes therein set
forth.

Given under my hand and official seal, this _____ day of _____, 2013.

Notary Public

PIN NO. 10-10-09-100-004 (Partial)

Exhibit A

The subject property is located in the City of Pekin, Tazewell County, State of Illinois, commonly known as Powerton Station, Pekin, Illinois and more particularly described as:

COMMON ADDRESS:

Powerton Station (portion)
13082 E. Manito Road
Pekin, Illinois 61554

LEGAL DESCRIPTION:

(The legal description of the proposed area will be formalized upon IEPA approval of this proposed ELUC)

REAL ESTATE TAX INDEX OR PARCEL #

10-10-09-100-004 (Partial)

EXHIBIT B
Maps



NOTE:
 THIS AERIAL PHOTO MAP RETRIEVED FROM DIGITAL MAPS 2012
 LOCATION:
 SECTION 1 & 6, TOWNSHIP 24 N, RANGE 9 W

0 1,200'
 APPROXIMATE SCALE

ENVIRONMENTAL CONSULTATIONS & REMEDIATION

K P R G

ENRC and Associates, Inc.

414 Plaza West, Suite 100, Evanston, Illinois 60151 Telephone 847-325-1000 Facsimile 847-325-1158
 14615 West Lakeside Road, Suite 20 Round Bend, Wisconsin 53091 Telephone 262-781-6677 Facsimile 262-781-6776

PROPERTY MAP WITH BOUNDARY LINE

POWERSTATION
 PEKIN, ILLINOIS

Scale: 1" = 1,200' Date: January 17, 2013

KPRG Project No. 18311-21 EXHIBIT B-1



15-0000 (unpublished) Environmental Remediation Station Groundwater Investigation Report 18311.21-12-12

ENVIRONMENTAL CONSULTATION & REMEDIATION

K P R G

KPRG and Associates, Inc.

414 Plaza Drive, Suite 106 Westmont, Illinois 60559 Telephone 630-325-1300 Facsimile 630-325-1593

14665 West Lisbon Road, Suite 28 Brookfield, Wisconsin 53005 Telephone 262-781-0475 Facsimile 262-781-0478

GROUNDWATER CONTOUR MAP FOR SILT/CLAY UNIT 12/12/2012

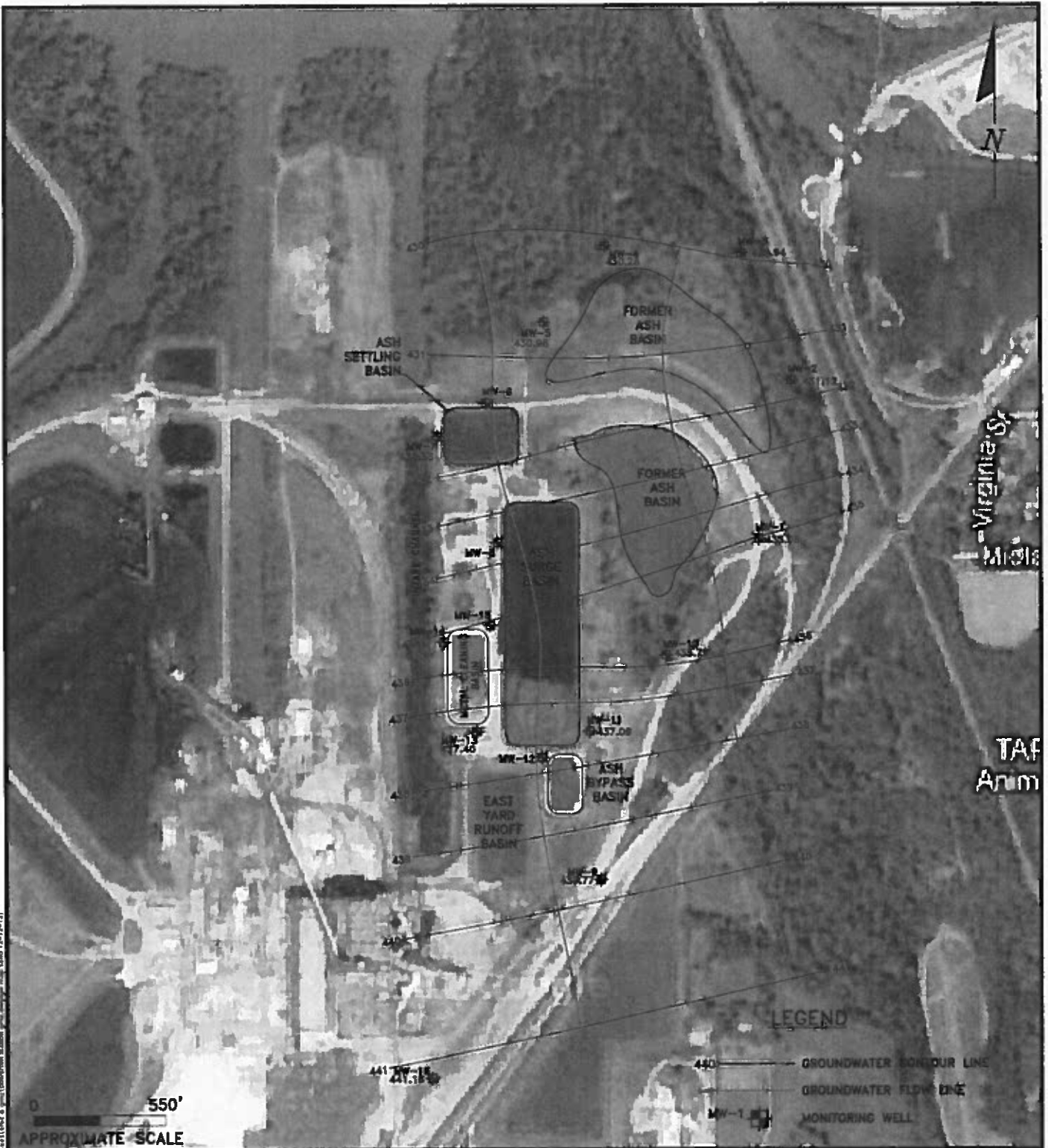
**POWERTON STATION
PEKIN, ILLINOIS**

Scale: 1" = 550'

Date: January 17, 2013

KPRG Project No. 18311.21

EXHIBIT B-2



14665 West Lisben Road, Suite 28 Brookfield, Wisconsin 53005 Telephone 262-781-0475 Facsimile 262-781-0478

ENVIRONMENTAL CONSULTATION & REMEDIATION

K P R G KPRG and Associates, Inc.

414 Plaza Drive, Suite 106 Westmont, Illinois 60559 Telephone 630-325-1700 Facsimile 630-325-1593

GROUNDWATER CONTOUR MAP FOR GRAVELLY SAND UNIT 12/12/2012

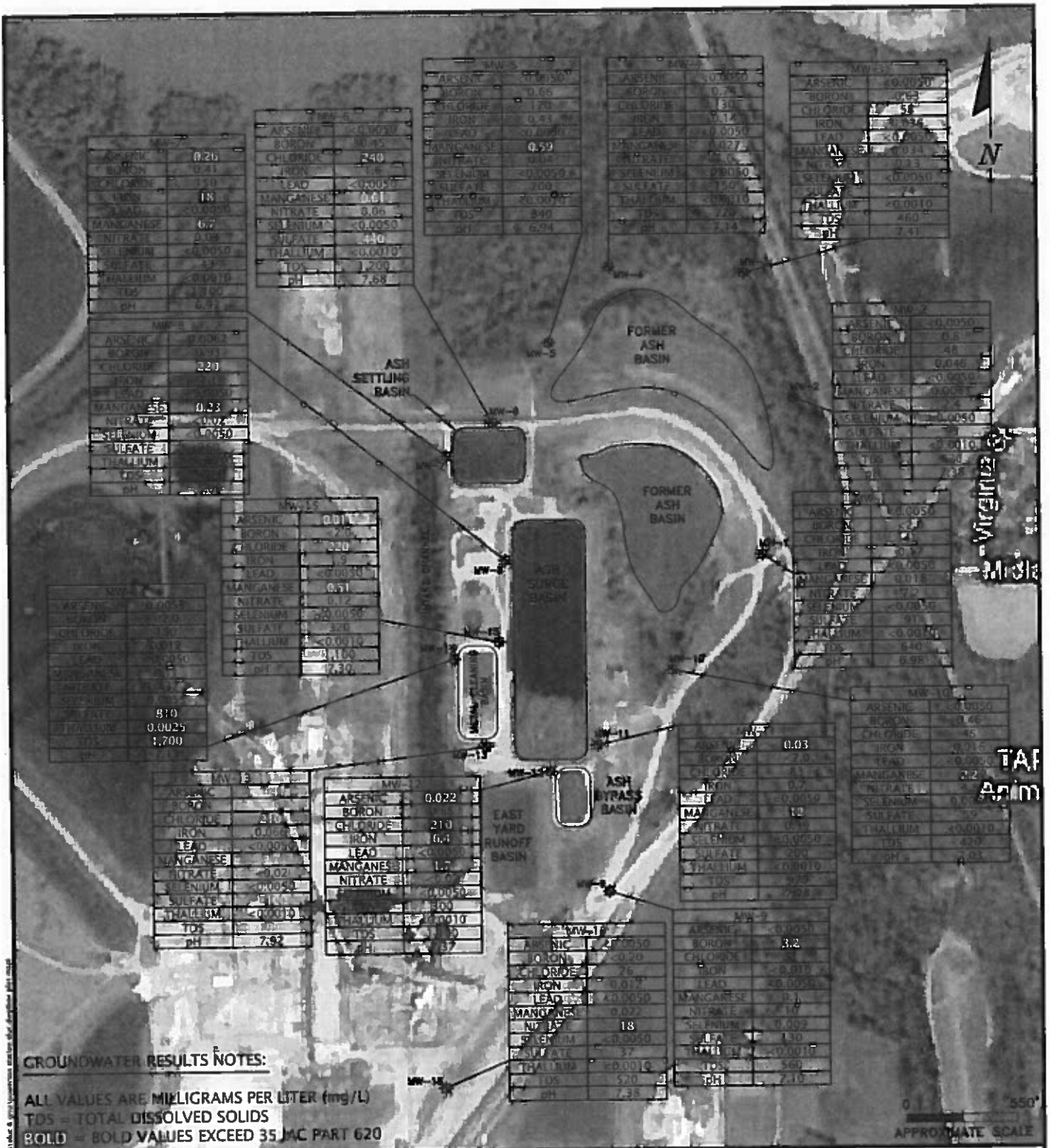
POWERTON STATION PEKIN, ILLINOIS

Scale: 1" = 550'

Date: January 17, 2013

KPRG Project No. 18311.21

EXHIBIT B-3



GROUNDWATER RESULTS NOTES:

ALL VALUES ARE MILLIGRAMS PER LITER (mg/L)
 TDS = TOTAL DISSOLVED SOLIDS
BOLD = BOLD VALUES EXCEED 35 IAC PART 620

ENVIRONMENTAL CONSULTATION & REMEDIATION

K P R G

KPRG and Associates, Inc.

414 Plaza Drive, Suite 106 Westmont, Illinois 61059 Telephone 630-325-1300 Facsimile 630-325-1593

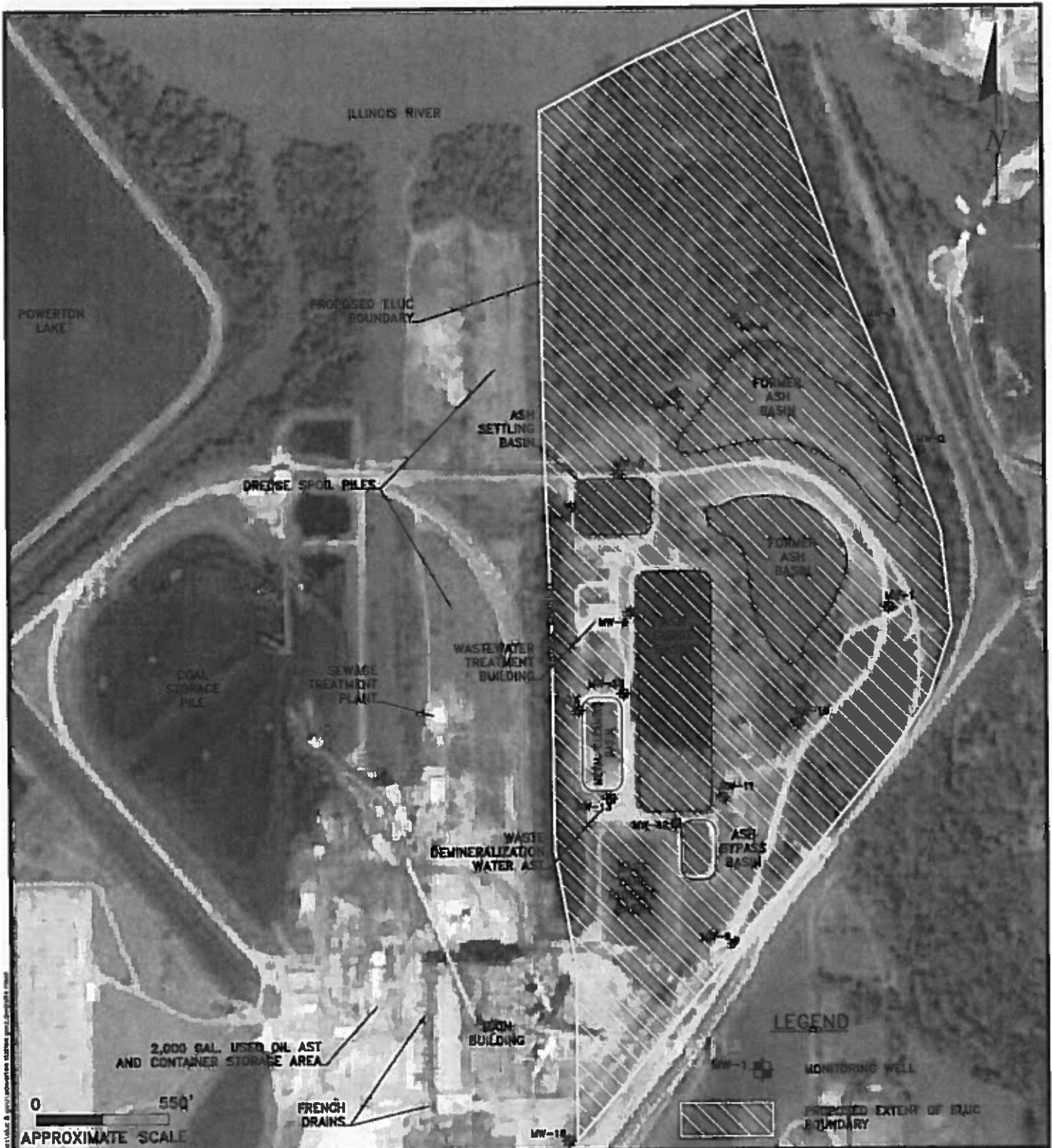
14665 West Usbon Road, Suite 28 Brookfield, Wisconsin 53005 Telephone 262-781-0475 Facsimile 262-781-0478

AREAL DISTRIBUTION OF GROUNDWATER IMPACTS

**POWERTON STATION
 PEKIN, ILLINOIS**

Scale: 1" = 550' | Date: January 17, 2013

KPRG Project No. 18311.21 | EXHIBIT B-4



ENVIRONMENTAL CONSULTATION & REMEDIATION

K P R G KPRG and Associates, Inc.

414 Plaza Drive, Suite 106 Westmont, Illinois 60559 Telephone 630-325-1300 Facsimile 630-325-1593

14665 West Lisbon Road, Suite 28 Brookfield, Wisconsin 53005 Telephone 262-781-0475 Facsimile 262-781-0478

PROPOSED ELUC BOUNDARY

**POWERTON STATION
PEKIN, ILLINOIS**

Scale: 1" = 550' Date: January 17, 2013

KPRG Project No. 18311.21 EXHIBIT B-5

KPRG and Associates, Inc. 414 Plaza Drive, Suite 106 Westmont, Illinois 60559 Telephone 630-325-1300 Facsimile 630-325-1593
 14665 West Lisbon Road, Suite 28 Brookfield, Wisconsin 53005 Telephone 262-781-0475 Facsimile 262-781-0478