

Consumers Energy

A CMS Energy Company

COPY

~~Duplicate Original~~

General Offices: 212 West Michigan Avenue, Jackson, MI 49201 • (517) 788-0550

July 12, 2001

Michael Lundin, President
MLO Properties, LLC
1035 Calcite Road
Rogers City, MI 49779

Dear Mr. Lundlin:

Consumers Energy Company (formerly Consumers Power Company) ("Consumers"), in furtherance of complying with the requirements of Michigan Public Act 141 of 2000, Section 10w (MCL 460.10w), plans to transfer its "electric transmission" facilities, which "electric transmission" facilities are deemed to consist of most of Consumers' electric lines and related facilities operating at 120 kV or higher, by conveying same to Michigan Electric Transmission Company ("METC"). Among the electric transmission facilities to be so conveyed by Consumers to METC will be electric line facilities operating at 120 kV or higher located on premises owned by MLO Properties, LLC ("MLO"), formerly owned by Solvay Process Division, Allied Chemical Corporation ("Solvay"), at the locations in Presque Isle County, Michigan, covered by the agreements between Solvay and Consumers dated August 12, 1958 and June 16, 1960 (copies attached hereto).

In connection with conveying the aforesaid electric transmission facilities to METC, Consumers will need to assign to METC Consumers' rights or interests in the underlying land corresponding to the conveyed electric transmission facilities.

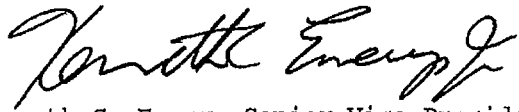
Therefore, Consumers hereby requests MLO's approval to Consumers making such an assignment to METC in relation to the above-mentioned agreements. METC hereby covenants and agrees that in its occupancy of the premises with the conveyed electric transmission facilities, and otherwise in its use and exercise of the assigned rights or interests, it will be bound by and subject to, and will comply with, the terms and conditions of the above-mentioned agreements. It is also expressly understood that Consumers will remain responsible and liable with respect to the conveyed electric transmission facilities for any acts, omissions or events prior to the date of conveyance.

Please have an authorized representative of MLO sign below to signify such approval, and return one copy of this letter to Consumers.

Consumers and METC appreciate your cooperation.

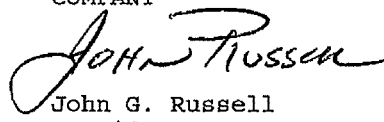
Very truly yours,

CONSUMERS ENERGY COMPANY



Kenneth C. Emery, Senior Vice President
Information Technical & Corporate Services


MICHIGAN ELECTRIC TRANSMISSION
COMPANY



John G. Russell
President

Agreed:

MLO PROPERTIES, LLC

By 
KENT RHOADS

Title VP Operations MLO Inc.
VICE PRESIDENT OPER.
MICHIGAN LIMESTONE OPER. INC.

