

RECORDATION NO. 24023-A FILED

JUN 28 '02 4-08 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

June 28, 2002

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 a Memorandum of Lease of Railcars, dated as of June 28, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage which is being filed with the Board under Recordation Number _____.

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

Lessor: Flex Leasing Corporation
Suite 300
234 Front Street
San Francisco, California 94111

Lessee: Firstenergy Generation Corp.
Fuel Supply Dept
345 Ghent Road, Suite 213
Akron, Ohio 44333

Mr. Vernon A. Williams
June 28, 2002
Page 2

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

One hundred (100) open top hopper cars: FLCX 200200 – FLCX 200299.

A short summary of the document to appear in the index is:

Memorandum of Lease of Railcars.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Robert W. Alvord" followed by a small "EMC" in the bottom right corner of the signature.

Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 24023-A FILED

JUN 28 '02

4-08 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILCARS [FLC]

THIS MEMORANDUM OF LEASE OF RAILCARS [FLC], dated as of this 28th day of June, 2002, is made by Flex Leasing Corporation, a Delaware corporation, with an address at 221 Main St., Suite 730, San Francisco, CA 94105 (the "Lessor") and Firstenergy Generation Corp., an Ohio corporation, with an address at 395 Ghent Road, Suite 213, Akron, OH 44333 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Car Lease Agreement dated as of June 26, 2002 and the Schedules No. 1 and No. 2 thereto, each dated as of June 26, 2002 (collectively, the "Lease") covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties, including, but not limited to, the leasehold interest of the Lessee in the Equipment, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, this instrument has been duly executed by the parties hereto as of the date first above written.

FIRSTENERGY GENERATION CORP.,
as Lessee

By: 
Name: KEVIN J. LARKIN
Title: GEN. MGR. FUEL SERVICES + TRANSPORTATION

FLEX LEASING CORPORATION
as Lessor

By: 
Name: Robert E. Pickel, Jr.
Title: Vice President - Operations

State of Ohio)
)
County of Summit)

On this, the 28 day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared KEVIN J. CARKIN, a General MGR of Firstenergy Generation Corp., who acknowledged himself/herself to be a duly authorized officer of Firstenergy Generation Corp., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Daniel S. Pennington
Notary Public

DANIEL S. PENNINGTON
Notary Public, State of Ohio
My Commission Expires Oct. 28, 2008

My Commission Expires:

Residing in: Summit County

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

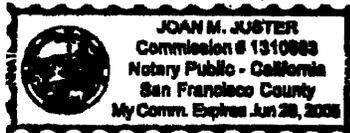
State of California }
County of San Francisco } ss.

On June 27, 2002, before me, Joan M. Juster, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Robert E. Pickel, Jr.
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Joan M. Juster
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Lease of Railcars [FLC]

Document Date: June 2002 Number of Pages: 5

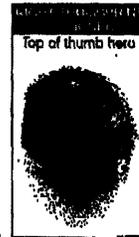
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: Robert E. Pickel, Jr. Robert E. Pickel, Jr.

- Individual
- Corporate Officer — Title(s): Vice President - Operations
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: Flex Leasing Corporation



SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
100	4300 cu. ft. aluminum rapid discharge open top hopper cars with rotary couplers (Johnstown America Autoflood II)	FLCX 200200 – 200299, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Lease of Railcars with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 28, 2002

Edward M. Luria

Edward M. Luria