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

RECORDATION NO. 24023-D FILED  
AUG 14 '02 2-43 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 14, 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 August 14, 2002, a secondary 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 24023-C.

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

Lessor: Babcock & Brown Rail Funding LLC  
599 Lexington Avenue  
New York, New York 10022

Lessee: FirstEnergy Generation Corp.  
395 Ghent Road, Suite 213  
Akron, Ohio 44333

Mr. Vernon A. Williams  
August \_\_\_\_, 2002  
Page Two

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

One hundred and thirty (130) open top hopper cars: FLCX 200300 – FLCX 200429.

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,



Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 24023-1 FILED

AUG 14 '02 2-43 PM

**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF LEASE OF RAILCARS [FLC]

THIS MEMORANDUM OF LEASE OF RAILCARS [FLC], dated as of this 14 day of August, 2002, is made by Babcock & Brown Rail Funding LLC, a Delaware limited liability company, with an address at 599 Lexington Avenue, New York, NY 10022 (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 (as assignee of Flex Leasing Corporation) and the Lessee entered into that certain Master Car Lease Agreement dated as of June 26, 2002 and the Schedule No. 2 thereto dated as of June 26, 2002 (collectively, the "Lease") covering the equipment listed on Schedule A 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

BABCOCK & BROWN RAIL FUNDING LLC  
as Lessor

By: \_\_\_\_\_  
Name:  
Title:

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:  
Title:

BABCOCK & BROWN RAIL FUNDING LLC,  
as Lessor

By:  \_\_\_\_\_  
Name: Thomas McGraw  
Title: Vice President

State of OHIO )  
 )  
County of Summit )

On this, the 9 day of August, 2002, before me, a Notary Public in and for said County and State, personally appeared KEVIN J. LARKIN, a GENERAL MANAGER 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. 29, 2003  
Residing in: Summit County

State of New York            )  
  )  
County of New York         )

On this, the 8<sup>th</sup> day of August, 2002, before me, a Notary Public in and for said County and State, personally appeared Thomas McGraw, a Vice President of Babcock & Brown Rail Funding LLC, who acknowledged himself to be a duly authorized officer of Babcock & Brown Rail Funding LLC, and that, as such officer, being authorized to do so, he 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: Jeffrey Moreno  
Notary Public

My Commission Expires:

*Jeffrey Moreno  
Notary Public, State of New York  
No. 02M06096946  
Qualified in Queens County  
Commission Expires January 24, 2006*

(SEAL)

**SCHEDULE A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
130	4300 cu. ft. aluminum rapid discharge open top hopper cars with rotary couplers (Johnstown America Autoflood II)	FLCX 200300 – 200429, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/14/02

  
\_\_\_\_\_  
Robert W. Alvord