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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 29, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24427 FILED
APR 29 03 3:36 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement, dated as of October 1, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: MRC Rail Services, LLC
5215 Old Orchard Road
Suite 505
Skokie, IL 60077

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

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

120 railcars MBKX 1501 – MBKX 1620

Mr. Vernon A. Williams
April 29, 2003
Page Two

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

Memorandum of Lease Agreement

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 and cross-indexing fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

*MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MRC RAIL SERVICES, LLC ("LESSOR")*

AND

FIRSTENERGY GENERATION CORP ("LESSEE")

OCTOBER 1, 2002

RECORDATION NO. 24427 FILED *

APR 29 '03 3-36 PM

SURFACE TRANSPORTATION BOARD

Memorandum of a Lease Agreement made and entered into as of October 1, 2002 by and between MRC Rail Services, LLC, a Delaware limited liability corporation, ("Lessor") and FirstEnergy Generation Corp., an Ohio corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 120 units of rotary aluminum AutoFlood II™ railcars bearing marks and numbers as follows:
MBKX 1501 – 1620 (all inclusive)
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MRC Rail Services, LLC

By: *Michael R. Rose*
Title: President
Date: December 11, 2002

Lessee: FirstEnergy Generation Corp.

By: *Kalin J. Collins*
Title: GEN. MGR. FUEL + TRANS.
Date: January 10, 2003

STATE OF ILLINOIS

COUNTY OF COOK

On this 11th day of Dec, 2002, before me personally appeared Michihiro Nose, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of MRC Rail Services, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Teresa Taylor
NOTARY PUBLIC

My commission expires:

STATE OF Ohio

COUNTY OF Summit

On this 13 day of Jan, 2003 before me personally appeared Kevin Clarkin, to me personally known, who being by me duly sworn, says that he is the Gen. mgr of Fuels / First Energy that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Daniel S. Pennington
NOTARY PUBLIC

My commission expires:

DANIEL S. PENNINGTON
Notary Public, State of Ohio
My Commission Expires Oct. 29, 2003