

RECORDATION NO. 25749 FILED

AUG 02 '05 3-23 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

August 1, 2005

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 Agreement, dated as of July 13, 2005, 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: Mitsui Rail Capital, 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:

270 railcars: MBKX 5513 – MBKX 5782

Mr. Vernon A. Williams  
August 1, 2005  
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 \$33.00 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 black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**MITSUI RAIL CAPITAL, LLC**

**("LESSOR")**

RECORDATION NO. 25749 FILED

**AND**

AUG 02 '05

3-23 PM

SURFACE TRANSPORTATION BOARD

**FIRSTENERGY GENERATION CORP.**

**("LESSEE")**

**JULY 13, 2005**

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Memorandum of a Lease Agreement made and entered into as of July 13, 2005 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**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 270 Freightcar America Autoflood IIIs bearing marks and numbers as follows:

MBKX 5513-5782 (both inclusive)

1. 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: Mitsui Rail Capital, LLC

By: *Wanda Lewis*  
Title: President  
Date: JULY 26, 2005

Lessee: FirstEnergy Generation Corp.

By: *D. Schmidt*  
Title: Vice President Commodity Operations  
Date: 7/17/05

7/17/05

STATE OF ILLINOIS

COUNTY OF COOK

On this 28 day of JULY, 2005, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, 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 20<sup>th</sup> day of July, 2005, before me personally appeared Donald Schneider, to me personally known, who being by me duly sworn, says that he is the VP Commodity Ops. of FirstEnergy Generation Corp. 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.

Cyril A. Saman  
NOTARY PUBLIC

My commission expires: 8/9/2010