

RECORDATION NO. 26744 FILED

DEC 28 '06 -2 20 PM

SURFACE TRANSPORTATION BOARD

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

December 28, 2006

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 December 27, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

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

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

240 railcars: FEPX 61441 – FEPX 61680.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 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 "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on December 28, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "**Lessor**").

WITNESSETH:

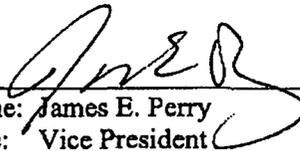
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "**TILC**") and FirstEnergy Generation Corp, an Ohio corporation (the "**Lessee**") are parties to that certain Railroad Car Net Lease Agreement (the "**Lease Agreement**"), dated as of October 30, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (1) and Rider Two (2) to Railroad Car Net Lease Agreement, each effective October 30, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: James E. Perry
Title: Vice President

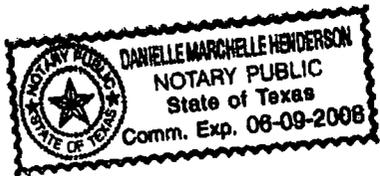
Executed on this 27th day of December, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 21st day of December 2006, before a Notary Public in an for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that he is the Vice President of Trinity North American Freight Car, Inc., that said instrument was signed on December 21st, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires:
Residing in Dallas, TX 6/9/08

EXHIBIT A

Equipment:	RDVI aluminum, 119-ton hoppers
Quantity:	Two hundred forty (240)
Road Numbers:	Rider One (1) FEPX 61441 – 61560
	Rider Two (2) FEPX 61561 - 61680

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: 12/28/06



Robert W. Alvord