

RECORDATION NO. 24023-L FILED

JAN 02 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

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OF COUNSEL
URBAN A. LESTER

January 2, 2008

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 Termination of Lease, dated as of January 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 24023-A and 24023-K

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

Lessor: Babcock & Brown Rail Funding
885 Second Avenue, 49th Floor
New York, NY 10017

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

Mr. Vernon A. Williams
January 2, 2008
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A description of the railroad equipment covered by the enclosed document
is:

100 hopper railcars: FLCX 200200 - FLCX 200299.

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

Termination of Lease.

Also enclosed is a check in the amount of \$35.00 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/sem
Enclosures

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE dated as of January 1, 2008 (this "Termination"), relates to the railcars described on Exhibit A hereto (the "Equipment").

WHEREAS, a Memorandum of Lease of Railcars dated as of June 28, 2002, (the "Memorandum of Lease") executed by the undersigned (as ultimate assignee of Flex Leasing Corporation), as lessor (the "Lessor") and FirstEnergy Generation Corp., as lessee, was duly filed on June 28, 2002, with the Surface Transportation Board at 4:08 p.m., under Recordation Number 24023-A; and

WHEREAS, an Assignment and Assumption Agreement dated as of December 21, 2007, between Lloyds TSB Equipment Leasing (No. 5) Limited, as assignor, North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), as head lessee, and the Lessor, as assignee, was duly filed on December 21, 2007, with the Surface Transportation Board, under Recordation Number 24023-K; and

WHEREAS, the Lease has terminated in accordance with its terms.

NOW, THEREFORE, the Lessor, by this Termination, hereby records this Termination with the Surface Transportation Board in order to reflect the abovementioned termination of the Lease.

**IN WITNESS WHEREOF, the Lessor has executed and delivered this Termination of
Lease as of the date first above written.**

**BABCOCK & BROWN RAIL FUNDING LLC,
as Lessor**

By: Janice Wickham
Name: Janice Wickham
Title: Vice President

State of New York)
)
County of New York)

On this, the 1st day of January, 2008, before me, a Notary Public in and for said County and State, personally appeared Janice Wickham, the Vice President of Babcock & Brown Rail Funding LLC, and that, as such officer, being authorized to do so, 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: Clementina Capasso
Notary Public

CLEMENTINA CAPASSO
NOTARY PUBLIC, STATE OF NEW YORK
No. 01CA6120806
QUALIFIED IN NEW YORK COUNTY
MY COMMISSION EXPIRES DEC. 27, 2008

Exhibit A
The Equipment:

<u># of Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
100	2002	4300 CF aluminum rapid discharge open top hopper railcars with rotary couplers (Autoflood II), AAR Car Type Code K341	FLCX 200200- 200299, inclusive.	None

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: 1/2/08



Robert W. Alvord