

RECORDATION NO. 27674 FILED

OCT 01 '08 -4 00 PM

SURFACE TRANSPORTATION BOARD

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

October 1, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 August 11, 2008, 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 71 South Wacker Drive, Suite 1800 Chicago, Illinois 60606
Lessee:	FirstEnergy Generation Corp. 395 Ghent Road, Suite 213 Akron, Ohio 44333

Anne K. Quinlan, Esq.  
October 1, 2008  
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A description of the railroad equipment covered by the enclosed document is:

36 FreightCar America built rotary Bethgon II railcars within the series MBKX 301118- MBKX 301286 as more particularly set forth in the equipment schedule attached to the document.

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 \$41.00 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

RECORDATION NO. 27671 FILED

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**FIRSTENERGY GENERATION CORP.  
("LESSEE")**

**AUGUST 11, 2008**

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Memorandum of a Lease Agreement made and entered into as of August 11, 2008 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 thirty-six (36) 2006 FreightCar America built rotary Bethgon IIs bearing marks and numbers as follows:

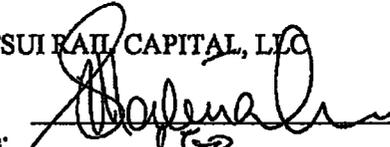
See Exhibit 1 attached hereto

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:**

MITSUI RAIL CAPITAL, LLC

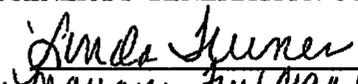
By: 

Title: \_\_\_\_\_

Date: 9/25/08

**LESSEE:**

FIRSTENERGY GENERATION CORP.

By: 

Title: Manager Fuel Transport

Date: 9/19/08

STATE OF ILLINOIS

COUNTY OF COOK

On this 25<sup>th</sup> day of September, 2008, before me personally appeared Seigo Watanabe to me personally known, who being by me duly sworn, says that he is the CEO 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.

Christine C Peterson  
NOTARY PUBLIC

My commission expires:



STATE OF OHIO

COUNTY OF SUMMIT

On this 19 day of SEPTEMBER, 2008, before me personally appeared LINDA TURNER, to me personally known, who being by me duly sworn, says that <sup>she</sup> ~~he~~ is the employee 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.

Mario S. [Signature]  
NOTARY PUBLIC

My commission expires:

7/27/2010

EXHIBIT 1

CAR MARKS AND NUMBERS

Car Count	Mark/Number	Car Count	Mark/Number	Car Count	Mark/Number
1	MBKX301118	13	MBKX301183	25	MBKX301247
2	MBKX301159	14	MBKX301207	26	MBKX301248
3	MBKX301164	15	MBKX301221	27	MBKX301249
4	MBKX301168	16	MBKX301224	28	MBKX301261
5	MBKX301170	17	MBKX301225	29	MBKX301277
6	MBKX301171	18	MBKX301227	30	MBKX301278
7	MBKX301172	19	MBKX301229	31	MBKX301279
8	MBKX301174	20	MBKX301231	32	MBKX301282
9	MBKX301175	21	MBKX301232	33	MBKX301283
10	MBKX301176	22	MBKX301241	34	MBKX301284
11	MBKX301177	23	MBKX301243	35	MBKX301285
12	MBKX301179	24	MBKX301245	36	MBKX301286

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: 10/1/08



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