DC WM
DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21209-F FILED

APR 28 '99 2-30PM

April 28, 1998

Recordation No. 21209-F

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Notice of Remarking ("Remarking") dated as of April 28, 1999.

The parties to the enclosed Remarking are:

Flex Leasing Corporation - LESSOR
Suite 300
234 Front Street
San Francisco, CA 94111

Commercial Metals Company - LESSEE
10th Floor
7800 Stemmons Freeway
Dallas, TX 75247

The said Remarking acts to change the identification numbers on the equipment listed in Annex A thereto (copy attached).

The equipment covered by the instant Remarking is as identified in Annex A thereto.

A short summary of the Remarking to appear in the Surface Transportation Board Index is as follows:

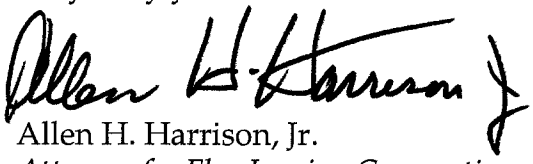
"Covers the remarking of 20 gondolas as listed in Annex A."

Enclosed is a check in the amount of twenty-six dollars ($26.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

ATTORNEYS AND COUNSELORS AT LAW
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Very truly yours,



Allen H. Harrison, Jr.
Attorney for Flex Leasing Corporation,
for the purpose
of this filing.

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

BY HAND

8207-020

ANNEX A

Description of Equipment

Previously Marked	New Car Marks
Twenty (20) Newly-built 66' Mill gondolas, 6' sides, 110-ton capacity, 286,000 lb. gross rail load numbered: BNSF 517020 through 517039 inclusive	Twenty (20) Newly-built 66' Mill gondolas, 6' sides, 110-ton capacity, 286,000 lb. gross rail load numbered: SMPX 8281 through 8300 inclusive

[Commercial Metals]

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NOTICE OF REMARKING

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21209, on February 4, 1998 at 2:45 p.m. and (b) the Registrar General of Canada (the "RGC") on the 5th day of February, A.D. 1998 at 1:45 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-A, on March 3, 1998 and (b) the RGC on the 4th day of March, A.D. 1998 at 2:00 p.m., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-B, on April 29, 1998 and (b) the RGC on the 30th day of April, A.D. 1998 at 11:15 a.m., (iv) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-C, on May 28, 1998 at 3:57 p.m. and (b) the RGC on the 29th day of May, A.D. 1998 at 2:55 p.m., (v) that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21209-D, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:13 p.m. and that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21209-E, on March 2, 1999 at 2:50 p.m. and (b) the RGC on the 3rd day of March, A.D. 1999 at 3:58 p.m., relating to the lease described below:

> That certain lease (the "Lease") dated as of January 12, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111 and **COMMERCIAL METALS COMPANY**, a Delaware partnership ("Lessee"), having its chief executive office at 7800 Stemmons Freeway, 10th Floor, Dallas, Texas 75247, Schedule No.1 ("Schedule 1") dated as of January 12, 1998 by and between Flex and Lessee, and Schedule No.2 ("Schedule 2") dated as January 12, 1998 by and between Flex and Lessee.

Certain equipment leased under Schedule 2 was remarked as shown on Annex A attached hereto.

Dated as of April 28, 1999

FLEX LEASING CORPORATION

Desmond Hayes
President

[Remainder of Page Intentionally Left Blank]

STATE OF CA)
) ss:
COUNTY OF SF)

On this 23rd day of April, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing Corporation and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 23rd day of April, 1999.

SEAL

LOUIS GUTIERREZ
Comm. # 1173400
NOTARY PUBLIC - CALIFORNIA
County & City of San Francisco
My Comm. Expires Feb. 12, 2002

Notary Public
My Commission Expires: February 12, 2002

ANNEX A

Description of Equipment

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Twenty (20) Newly-built 66' Mill gondolas, 6' sides, 110-ton capacity, 286,000 lb. gross rail load numbered: BNSF 517020 through 517039 inclusive	Twenty (20) Newly-built 66' Mill gondolas, 6' sides, 110-ton capacity, 286,000 lb. gross rail load numbered: SMPX 8281 through 8300 inclusive

[Commercial Metals]