

RECORDATION NO. 20637 FILED

APR 16 '97 3-24PM

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ATTORNEYS AT LAW
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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. [unclear]

RECEIVED
SURFACE TRANSPORTATION
BOARD

APR 16 3 24 PM '97

April 14, 1997

RECORDATION NO. 20637-A FILED
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APR 16 '97 3-24PM

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 four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of April 16, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and four (4) copies each of the following secondary documents related thereto: Memorandum of Lease Agreement, dated as of April 16, 1997, and an Assignment of Lease Agreement with Recourse.

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

Memorandum of Master Equipment Lease

- Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

- Lessee: Flex Leasing Corporation
234 Front Street, Suite 300
San Francisco, California 94111

Mr. Vernon A. Williams
April 14, 1997
Page 2

Memorandum of Lease Agreement [Sublease]

Sublessor: Flex Leasing Corporation
234 Front Street, Suite 300
San Francisco, California 94111

Sublessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, Virginia 24042

Assignment of Lease Agreement with Recourse

Assignor: Flex Leasing Corporation
234 Front Street, Suite 300
San Francisco, California 94111

Assignee: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

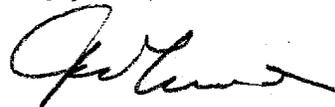
A description of the railroad equipment covered by the enclosed documents is:

149 bi-level Auto Racks NS 22906 through NS 23054

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20637-A FILED

APR 16 '97 3-24PM

TO: SURFACE TRANSPORTATION BOARD
Rm. 704
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attn.: Vernon Williams, Secretary

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT, dated as of April 16, 1997, is between FLEX LEASING CORPORATION, a corporation incorporated under the laws of the State of Delaware, having an address of 234 Front St., Suite 300, San Francisco, California 94111 ("*Flex*") and NORFOLK SOUTHERN RAILWAY COMPANY ("*NSR*"), having an address of 110 Franklin Road, S.E., Roanoke, Virginia 24042-0072.

WHEREAS, Flex and NSR have agreed to enter into a Lease Agreement dated as of March 3, 1997 (the "*Lease Agreement*") pursuant to which Flex leases to NSR 149 new Class FB352 bi-level auto racks manufactured by Thrall Car Manufacturing Company having the Rack Numbers NS22906-NS23054, inclusive, for an initial term expiring May 1, 2000, with two 3 year renewal options.

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease Agreement, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers hereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FLEX LEASING CORPORATION

By: *D.P. Hayes*
Name: D. P. HAYES
Title: President

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____
Name: _____
Title: _____

TO: SURFACE TRANSPORTATION BOARD
Rm. 704
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attn.: Vernon Williams, Secretary

MEMORANDUM OF LEASE AGREEMENT

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FLEX LEASING CORPORATION

By: _____
Name: _____
Title: _____

NORFOLK SOUTHERN RAILWAY COMPANY

By: Henry H. Wise
Name: Henry H. Wise
Title: Director Purchasing

CALIFORNIA ALL PURPOSE ACKNOWLEDGEMENT

State of California
County of San Francisco

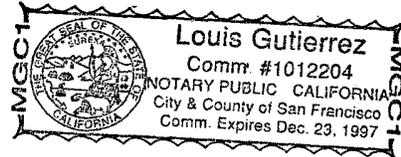
On April 10, 1997 before me, Louis Gutierrez personally
appeared DESMOND RAYES

personally know to me OR _____ proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that
he/she/they/ executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Louis Gutierrez

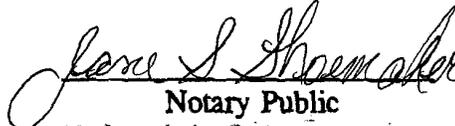
Signature of Notary



ACKNOWLEDGMENT

STATE OF VIRGINIA)
: SS.:
COUNTY OF ROANOKE)

Henry H. Wise, to me known,
On the 11 day of April, 1997, before me personally came Wise, to me known,
who, being by me duly sworn, did depose and say that he resides at 7594 Countrywood Dr, SW
Roanoke, VA ; that he is Dir-Purchasing of Norfolk Southern Railway Company, the
corporation described in and which executed the foregoing instrument; that he knows the seal
of said corporation; that the seal affixed to said instrument is such corporate seal; that it was
so affixed by order of the Board of Directors of said corporation; and that he signed his
name thereto by like order.


Notary Public
My Commission Expires July 31, 2000