



DONELAN CLEARY  
WOOD & MASER, P.C.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

DEC 18 1 46 PM '98

RECORDATION NO. 21092-K FILED

December 18, 1998

DEC 18 '98

1-46 PM

Recordation No. 21092 -K

Dear Mr. Williams:

On behalf of NationsBanc Leasing Corporation (successor to NationsBanc Leasing Corporation of North Carolina), 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 Correction to Amended and Restated Memorandum of Security Agreement - Chattel Mortgage ("Correction") made and entered into as of December 18, 1998.

The parties to the enclosed Correction are:

NationsBanc Leasing Corporation (successor by merger to NationsBanc Leasing Corporation of North Carolina) **-SECURED PARTY/for Indexing MORTGAGEE**  
Interstate Tower  
121 West Trade Street  
Charlotte, NC 28255-0001

Flex Leasing Corporation **-BORROWER/for Indexing MORTGAGOR**  
Suite 300  
234 Front Street  
San Francisco, CA 94111

The said Correction corrects car numbers previously listed on Schedule A as CORP 93000-93099 to CORP 9300-9399, and should be recorded under the next available letter under Recordation No. 21092, which letter we believe is "-K."

The equipment covered by the instant Correction is identified as CORP 9300-9399.

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

"Correction of CORP 93000-93099 to CORP 9300-9399."

Please enter under this Recordation No. the following cross index reference:

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

*Counterparts - A.H. Williams*

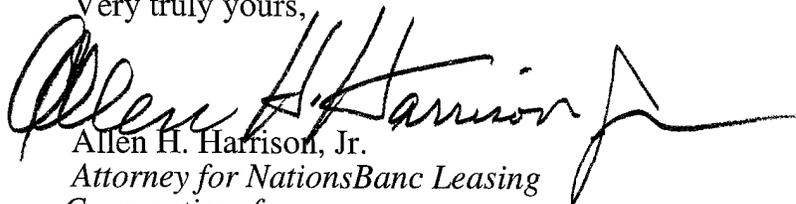
“See Recordation No. 21125.”

Please index separately the name NationsBanc Leasing Corporation in the mortgagee side of the Surface Transportation Board Index (white pages), saying: “See Recordation No. 21092 -K.”

Enclosed is a check in the amount of seventy-eight dollars, twenty-six dollars of which is in payment of the filing fee, and fifty-two of which is for each of the two requested extra indexings.

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.

Very truly yours,



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

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

*Enclosures*

BY HAND

8357-020

RECORDATION NO. 21092-K FILED

DEC 18 '98

1-46PM

**CORRECTION TO**  
**AMENDED AND RESTATED**  
**MEMORANDUM OF SECURITY AGREEMENT - CHATTEL MORTGAGE**

**BETWEEN**

**NATIONSBANC LEASING CORPORATION**  
**("SECURED PARTY")**

**AND**

**FLEX LEASING CORPORATION**  
**("BORROWER")**

**December / 8, 1998**

NationsBanc Leasing Corporation, a North Carolina corporation ("Secured Party"), and Flex Leasing Corporation, a Delaware corporation ("Borrower"), filed that certain Amended and Restated Memorandum of Security Agreement - Chattel Mortgage with (i) the Surface Transportation Board ("STB"), Recordation No. 21092-J and (ii) the Registrar General of Canada (the "RGC") on the 14th day of December, A.D. 1998 at \_\_\_\_:\_\_\_\_.\_\_\_\_.m., which amended and restated that certain Memorandum of Security Agreement - Chattel Mortgage filed with (i) the STB, Recordation No. 21092 and (ii) the RGC on the 22nd day of December, A.D. 1997 at 3:40 p.m., as amended and restated by that certain (a) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-A and (ii) the RGC on the 31st day of December, A.D. 1997 at 10:10 a.m.; (b) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-B and (ii) the RGC on the 5th day of February, A.D. 1998 at 1:41 p.m.; (c) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-C and (ii) the RGC on the 5th day of March, A.D. 1998 at 2:00 p.m.; (d) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-D and (ii) the RGC on the 9th day of April, A.D. 1998 at 3:10 p.m.; (e) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-E and (ii) the RGC on the 30th day of April, A.D. 1998 at 11:15 a.m.; (f) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-F and (ii) the RGC on the 29th day of May, A.D. 1998 at 2:55 p.m.; (g) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-G and (ii) the RGC on the 2nd day of September, A.D. 1998 at 1:20 p.m.; (h) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-H and (ii) the RGC on the 1st day of October, A.D. 1998 at 3:22 p.m.; and (i) Amended and Restated Memorandum of Security Agreement - Chattel Mortgage between Secured Party and Borrower filed with (i) the STB, Recordation No. 21092-I and (ii) the RGC on the 13th day of October, A.D. 1998 at 11:47 a.m.

Secured Party and Borrower wish to correct car marks previously listed on Schedule A as CORP93000 - CORP93099 to CORP9300 - CORP9399.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

NATIONSBANC LEASING CORPORATION

By: Herbert T Thureau

Name: HERBERT T. THURAU  
SENIOR VICE PRESIDENT

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

FLEX LEASING CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

NATIONSBANC LEASING CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

FLEX LEASING CORPORATION

By: Ross Sullivan

Name: Ross Sullivan

Title: Treasurer

STATE OF NORTH CAROLINA )  
 ) ss.  
COUNTY OF MECKLENBURG )

On this 15<sup>th</sup> day of December, 1998, before me personally appeared Herbert T. Thureau, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of NationsBanc Leasing Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Francesca M. Nichols, Notary Public  
Mecklenburg County, North Carolina  
My Commission Expires 4/7/2003

Francesca M. Nichols  
NOTARY PUBLIC

My commission expires: 4/7/2003

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared Ross Sullivan, to me personally known, who being by me duly sworn, says that he is the Treasurer of Flex Leasing Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF NORTH CAROLINA )  
 ) ss.  
COUNTY OF MECKLENBURG )

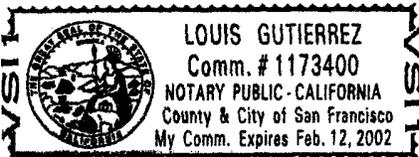
On this \_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared Herbert T. Thureau, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of NationsBanc Leasing Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 17<sup>th</sup> day of December, 1998, before me personally appeared Ross Sullivan, to me personally known, who being by me duly sworn, says that he is the Treasurer of Flex Leasing Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.



Louis Gutierrez  
NOTARY PUBLIC

My commission expires: 2/12/2002