



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21092-M FILED

FEB 4 '99 5-05 PM

February 4, 1999

Recordation No. 21092-M

Dear Mr. Williams:

On behalf of NationsBanc Leasing Corporation (successor to NationBanc 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 Release of a Part of Security Collateral and the Security Interest in Related Leases Thereof ("Release") made as of February 4, 1999.

The party to the enclosed Release is:

NationsBanc Leasing Corporation (successor - RELEASING PARTY  
by merger to NationsBanc Leasing Corporation  
of North Carolina)  
Interstate Tower  
121 West Trade Street  
Charlotte, NC 28255-0001

The said Release is a release only of the units of railcar collateral listed in Schedule A thereto (copy attached) from that certain Amended and Restated Memorandum of Security Agreement - Chattel Mortgage recorded under Recordation No. 21092-J, as corrected by the Correction recorded under Recordation No. 21092-K, and is a release of the security interest in the leases thereof only as the leases relate to the aforesaid units of railcars, and should be recorded under the next available letter under Recordation No. 21092, which letter we believe is "-M."

The equipment covered by the instant Release is as identified in Schedule A.

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

"Release of only the units of railcar collateral as listed in Schedule A thereto and relase of security interest in the leases thereof only as they relate to the said units of railcars."

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

"See Recordation Nos. 20637-A, 20698-A, 21097-A, 21207, 21208, and 21209."

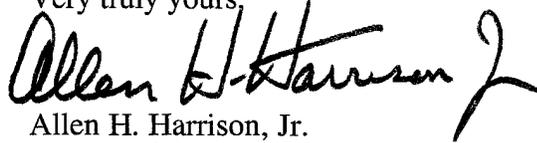
Please index separately the name NationsBank Leasing Corporation in the mortgagee side of the Surface Transportation Board Index (white pages), saying: "See Recordation No. 21092-M."

*Counterparts - A.H. Johnson*

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,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

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

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

*Enclosures*

BY HAND

8207-020

Schedule A

## SCHEDULE OF EQUIPMENT

EQUIPMENT TYPE	NUMBER OF CARS	CAR MARKS
Covered Coil Railcars	50	CSXT495310 -CSXT495359
Open Top Hopper Railcars	185	FLCX100 - FLCX284
Class FB352 bi-level Auto Rack Railcars	149	NS22906 - NS23054
50'6" Plate F Boxcars	25	LW9175 - LW9199
73' Centerbeam Flatcars	25	LW73000 - LW 73024
66' Mill Gondola Railcars	57	SMPX 8001 - SMPX 8008 SMPX 8010 - SMPX 8021 SMPX 8024 - SMPX 8029 SMPX 8031 - SMPX 8037 SMPX 8040 - SMPX 8043 SMPX 8047 SMPX 8048 SMPX 8051 - SMPX 8054 SMPX 8057 - SMPX 8059 SMPX 8062 SMPX 8064 - SMPX 8068 SMPX 8070 SMPX 8073 - SMPX 8075 SMPX 8079

FEB 4 '99

5-05 PM

RELEASE OF A PART OF SECURITY COLLATERAL  
AND THE SECURITY INTEREST IN RELATED LEASES THEREOF

THIS RELEASE OF A PART OF SECURITY COLLATERAL AND THE SECURITY INTEREST IN RELATED LEASES THEREOF is made as of February 4, 1999 by NationsBanc Leasing Corporation, successor by merger to NationsBanc Leasing Corporation of North Carolina, located at Interstate Tower, NC1-005-15-05, 121 West Trade Street, Charlotte, North Carolina 28255-0001 ("Secured Party"), for the benefit of Flex Leasing Corporation, located at Suite 300, 234 Front Street, San Francisco, California 94111 ("Borrower").

WITNESSETH:

WHEREAS, the parties entered into that certain Loan Agreement among Borrower, as borrower, the Lenders listed on the signature pages thereof and Secured Party, as administrative agent, on December 19, 1997, as amended, and that certain Security Agreement - Chattel Mortgage between Borrower, as debtor, and Secured Party, as secured party, on December 19, 1997, as amended (collectively, the "Loan Documents"), whereby Borrower granted a security interest in certain railcars and leases related thereto to Secured Party as collateral for the Loan.

WHEREAS, to evidence the grant of the security interest in such collateral, Secured Party and Borrower (the "Parties") entered into that certain Memorandum of Security Agreement - Chattel Mortgage dated as of December 19, 1997, recorded with the Surface Transportation Board ("STB") on December 19, 1997 under Recordation No. 21092 and with the Registrar General of Canada ("RGC") on December 22, 1997 at 3:40 p.m.; and

WHEREAS, the Parties thereafter entered into, executed and recorded with the STB and the RGC ten (10) documents, each entitled Amended and Restated Memorandum of Security Agreement - Chattel Mortgage, the final of such documents recorded with the STB on December 11, 1998 under Recordation No. 21092-J and with the RGC on December 14, 1998, as corrected by that certain Correction to Amended and Restated Memorandum of Security Agreement - Chattel Mortgage, recorded with the STB on December 18, 1998 under Recordation No. 21092-K and with the RGC on December 23, 1998, which said final document restated and listed in its entirety all units of railcar collateral (Schedule A thereto) and all leases thereof (Schedule B thereto), subject to the aforesaid Memorandum of Security Agreement - Chattel Mortgage; and

WHEREAS, the Borrower has paid and fulfilled certain of its obligations and undertakings to the Secured Party under the provisions of the said Loan Documents; and

WHEREAS, Secured Party, in recognition of the aforesaid payment to it by Borrower, is willing to release from the said Loan Documents and Amended and Restated Memorandum of Security Agreement - Chattel Mortgage its lien on certain units of railcar collateral and its security interest in the leases of the said units of railcar collateral, all only as specified herein.

NOW THEREFORE, in consideration of the payment by Borrower to Secured Party and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, intending to be legally bound, the Secured Party hereby releases in full its lien and all of its right, title and interest ONLY in the units of railcar collateral as listed in Schedule A attached

hereto and likewise releases in full its security interest in the leases as listed in Schedule B attached hereto only as they relate to the aforesaid units of railcar collateral.

[Remainder of page intentionally left blank.]



Schedule A

SCHEDULE OF EQUIPMENT

EQUIPMENT TYPE	NUMBER OF CARS	CAR MARKS
Covered Coil Railcars	50	CSXT495310 -CSXT495359
Open Top Hopper Railcars	185	FLCX100 - FLCX284
Class FB352 bi-level Auto Rack Railcars	149	NS22906 - NS23054
50'6" Plate F Boxcars	25	LW9175 - LW9199
73' Centerbeam Flatcars	25	LW73000 - LW 73024
66' Mill Gondola Railcars	57	SMPX 8001 - SMPX 8008 SMPX 8010 - SMPX 8021 SMPX 8024 - SMPX 8029 SMPX 8031 - SMPX 8037 SMPX 8040 - SMPX 8043 SMPX 8047 SMPX 8048 SMPX 8051 - SMPX 8054 SMPX 8057 - SMPX 8059 SMPX 8062 SMPX 8064 - SMPX 8068 SMPX 8070 SMPX 8073 - SMPX 8075 SMPX 8079

SCHEDULE B

Lease Agreements

1. Master Car Lease Agreement dated as of October 21, 1997 by and between Lessor and Crown Pacific Limited Partnership ("Crown Pacific") and Schedule No. 01 to Master Car Lease Agreement dated as of October 21, 1997 between Lessor and Crown Pacific.
2. Lease Agreement dated as of March 3, 1997 by and between Lessor and Norfolk Southern Railway Company ("NS") and Rider No. 1 dated as of April 15, 1997 between Lessor and NS.
3. Master Car Lease Agreement dated as of January 12, 1998 by and between Lessor and Commercial Metals Company ("Commercial Metals") and Schedule No. 01 to Master Car Lease Agreement dated as of January 12, 1998 between Lessor and Commercial Metals.
4. Car Lease Agreement dated as of January 1, 1998 by and between Lessor and CSX Transportation, Inc. ("CSXT").
5. Schedule No. 3 to Master Car Lease Agreement dated as of May 28, 1998 by and between Lessor and CSXT.
6. Schedule No. 02 dated as of December 17, 1997 to Master Car Lease Agreement dated as of July 3, 1997 by and between Lessor and Springfield Terminal Railway Co.