



DONELAN CLEARY
WOOD & MASER, P.C.

December 22, 1998

RECORDATION NO. 21093-A FILED
DEC 22 '98 2:46 PM

Recordation No. 21093-A

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, 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 Memorandum of Full Assignment of Lease ("Full Assignment").

The parties to the enclosed Full Assignment are:

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

Flex Leasing I, LLC - ASSIGNEE/SUCCESSOR
Suite 300 LESSOR
234 Front Street
San Francisco, CA 94111

The said Full Assignment, among other things, acts to assign from the Assignor to the Assignee all of Assignor's right, title and interest in the said lease as to all the units of equipment covered therein and thereby.

The equipment covered by the Full Assignment is all equipment covered in the said lease.

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

"Assigns all units in lease."

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

"See Recordation No. ~~21888~~."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

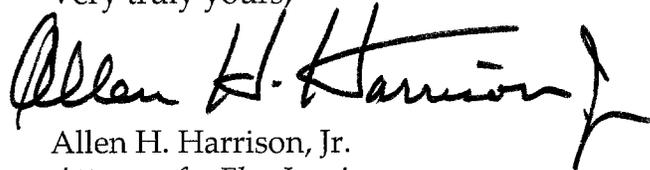
ATTORNEYS AND COUNSELORS AT LAW

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

Counterparts - a Williams

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, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Flex Leasing
I, LLC, for the purpose
of this filing.*

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

BY HAND

8207-020

