



DONELAN CLEARY  
WOOD & MASER, P.C.

*Counterparts - Mr. Williams*

RECORDATION NO. 21097-B FILED  
OCT 9 '98 3-07PM

October 9, 1998

Recordation No. 21097-B

OCT 9 3 07 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 Memorandum of Supplement ("Supplement"), executed October 9, 1998.

The parties to the enclosed Supplement are:

- Flex Leasing Corporation - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111
- Springfield Terminal Railway Co. - LESSEE  
Iron Horse Park  
No. Billerica, MA 01862

The said Supplement, among other things, acts to add the equipment listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21097, and the Supplement should be filed under the next available letter under Recordation No. 21097, which letter we believe to be "-B".

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely twenty-four boxcars.

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

"Covers 24, 50' 6" Plate F boxcars, LW numbers as listed in Annex A."

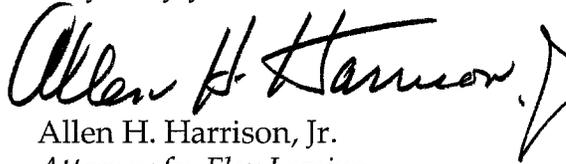
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21092-H."

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).

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 Flex 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

ANNEX A

**Description of Equipment**

Twenty Four (24) 50'6" Plate "F" Boxcars, all of which have the following car initials and numbers (all numbers are inclusive):

LW 9225 - LW 9232

LW 9234 - LW 9249

## MEMORANDUM OF SUPPLEMENT

OCT 9 '98 3-07PM

**FLEX LEASING CORPORATION** filed that certain Memorandum of Lease with (i) the Surface Transportation Board (the "STB"), Recordation No. 21097, on December 19, 1997 and (ii) the Registrar General of Canada (the "RGC") on the 20th day of December, A.D. 1997 at 3:40 p.m. and that certain Memorandum of Supplement with (i) the STB, Recordation No. 21097-A, on February 4, 1998, and (ii) the RGC on the 5th day of February, A.D. 1998 at 1:41 p.m. relating to the lease described below:

That certain lease (the "Lease") dated as of July 3, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **SPRINGFIELD TERMINAL RAILWAY CO.**, a Vermont corporation ("Lessee"), having its chief executive office at Iron Horse Park, No. Billerica, Massachusetts 01862.

Lessor and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

On July 3, 1997, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

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## ANNEX A

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