

**DONELAN, CLEARY, WOOD & MASER, P.C.**

MAR 3 1 15 PM '98

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March 3, 1998

RECORDATION NO. 21209-A FILED

New Recordation No. 21209-A

MAR 3 '98 1-15PM

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 primary document, not previously recorded, entitled Memorandum of Supplement ("Supplement"), executed March 3, 1998.

The parties to the enclosed Supplement are:

Flex Leasing Corporation Suite 300 234 Front Street San Francisco, CA 94111	-	LESSOR
Commercial Metals Company 10th Floor 7800 Stemmons Freeway Dallas, TX 75247	-	LESSEE

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. 21209, and the Supplement should be filed under the next available letter under Recordation No. 21209, which letter we believe to be "-A."

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely forty-three gondola cars.

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

"Covers 43 Gondola cars SMPX <sup>+ BNSF</sup> numbers as listed in Annex A."

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

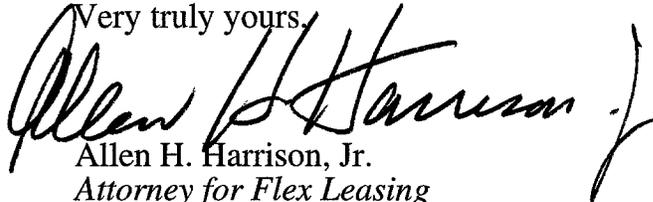
✓ "See Recordation No. 21092-C."

*Counterparts - [Signature]*

Enclosed is a check in the amount of forty-eight dollars (\$48.00) in payment of the filing fee (\$24.00) and the cross indexing fee (\$24.00).

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, appearing to read "Allen H. Harrison, Jr.", written in a cursive style.

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**

Forty Three (43) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

SMPX 8009  
SMPX 8022  
SMPX 8023  
SMPX 8030  
SMPX 8038  
SMPX 8039  
SMPX 8044 - SMPX 8046  
SMPX 8049  
SMPX 8050  
SMPX 8055  
SMPX 8056  
SMPX 8060  
SMPX 8061  
SMPX 8063  
SMPX 8069  
SMPX 8071  
SMPX 8072  
SMPX 8076 - SMPX 8078  
SMPX 8080  
BNSF 517000 - BNSF 517019

21209-A

RECORDATION NO. 21209-A FILED

**MEMORANDUM OF SUPPLEMENT**

**MAR 3 '98**

**1-15PM**

On December 19, 1997, **FLEX LEASING CORPORATION** filed with the Surface Transportation Board that certain Memorandum of Lease, Recordation No. 21209, relating to the lease described below:

That certain lease (the "Lease") dated as of January 12, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **COMMERCIAL METALS COMPANY**, a Delaware partnership ("Lessee"), having its chief executive office at 7800 Stemmons Freeway, 10th Floor, Dallas, Texas 75247.

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

On January 12, 1998, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank.]

IN WITNESS THEREOF, this Memorandum of Supplement has been duly executed  
on this the 3<sup>rd</sup> day of MARCH, 1998.

**FLEX LEASING CORPORATION**

By: Ross Sullivan

Name: Ross Sullivan

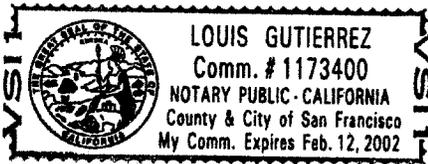
Title: Treasurer

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this the 25<sup>th</sup> day of FEBRUARY, 1998, personally came before me Ross Sullivan, who, being by me duly sworn, says he is Treasurer of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 25<sup>th</sup> day of FEB, 1998.

SEAL



*Louis Gutierrez*

Notary Public

My commission expires: FEB 12, 2002

## ANNEX A

### **Description of Equipment**

Forty Three (43) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

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BNSF 517000 - BNSF 517019