



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21209-D FILED
FEB 4 '99 3-15 PM

February 3, 1999

Recordation No. 21209-D

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 Partial Assignment of Lease ("Partial Assignment").

The parties to the enclosed Partial 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 ONLY AS TO
234 Front Street DESIGNATED UNITS
San Francisco, CA 94111

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

The equipment covered by the Partial Assignment is only the equipment covered therein.

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

"Assigns only the 57 gondola cars as identified by SMPX numbers in Annex A."

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

"See Recordation No. 21888-B."

ATTORNEYS AND COUNSELORS AT LAW

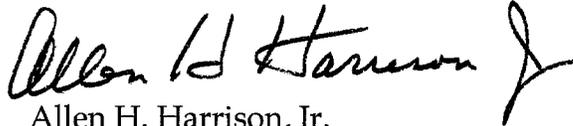
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts

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
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

FEB 4 '99

3-15 PM

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

FLEX LEASING CORPORATION filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21209, on February 4, 1998 at 2:45 p.m. and (b) the Registrar General of Canada (the "RGC") on the 5th day of February, A.D. 1998 at 1:45 p.m.; (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-A, on March 3, 1998 and (b) the RGC on the 4th day of March, A.D. 1998 at 2:00 p.m.; (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-B, on April 29, 1998 and (b) the RGC on the 30th day of April, A.D. 1998 at 11:15 a.m. and (iv) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-C, on May 28, 1998 at 3:57 p.m. and (b) the RGC on the ___ day of _____ at _____, relating to the lease described below:

That certain lease (the "Lease") dated as of January 12, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), 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, Schedule No.1 ("Schedule 1") dated as of January 12, 1998 by and between Flex and Lessee, and Schedule No.2 ("Schedule 2") dated as January 12, 1998 by and between Flex and Lessee.

On February 4, 1999, Flex assigned all of its right, title and interest in, to and arising under the Lease (with respect to only the equipment listed on Annex A leased under Schedule 1), Schedule 1 and the equipment listed on Annex A leased thereunder to **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor") having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, pursuant to the Sale, Assignment and Assumption Agreement (the "Assignment") by and between Flex and Lessor, which Lease and Assignment cover the railcars listed on Annex A attached hereto.

FLEX LEASING I, LLC

Desmond Hayes
President

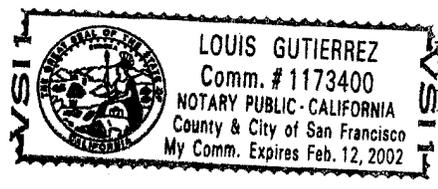
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STATE OF CA)
COUNTY OF SF) ss:
)

On this 1st day of February, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC 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 President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 1 day of February, 1999.

SEAL



Louis Gutierrez

Notary Public
My Commission Expires: 2/12/2002

ANNEX A

Description of Equipment

Fifty-Seven (57) Newly-built 66' Mill gondolas, 6' sides,
110-ton capacity, 286,000 lb. gross rail load numbered

SMPX 8001 through 8008 inclusive
SMPX 8010 through 8021 inclusive
SMPX 8024 through 8029 inclusive
SMPX 8031 through 8037 inclusive
SMPX 8040 through 8043 inclusive
SMPX 8047 through 8048 inclusive
SMPX 8051 through 8054 inclusive
SMPX 8057 through 8059 inclusive
SMPX 8062
SMPX 8064 through 8068 inclusive
SMPX 8070
SMPX 8073 through 8075 inclusive
SMPX 8079

[Commercial Metals]