

APR 9 '98 1-48 PM

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April 9, 1998

New Recordation No. 21243-A

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 April 9, 1998.

The parties to the enclosed Supplement are:

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

Norfolk Southern Railway Company - LESSEE
110 Franklin Road, S.E.
Roanoke, VA 24042-0072

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. 21243, and the Supplement should be filed under the next available letter under Recordation No. 21243, which letter we believe to be "-A."

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely one hundred seven boxcars.

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

"Covers 107 boxcars NS numbers as listed in Annex A."

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

"See Recordation No. 21092-D."

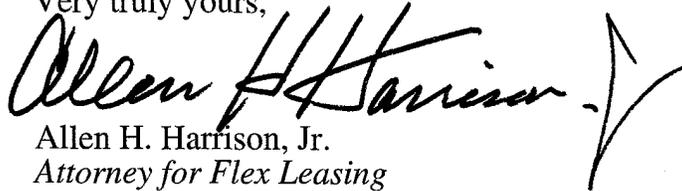
Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Counterparts - A.H. Hammond

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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
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

One Hundred Seven (107) 60'9" Plate "F" Boxcars all of which have the following car initials and numbers (all numbers are inclusive):

NS470382

NS470423 - NS470426

NS470456

NS470459 - NS470559

MEMORANDUM OF SUPPLEMENT

RECORDATION NO.

21243-A
FILED

APR 9 '98

1-48 PM

FLEX LEASING CORPORATION filed that certain Memorandum of Lease with (i) the Surface Transportation Board, Recordation No. 21243, on March 3, 1998 and (ii) the Registrar General of Canada on the 4th day of March, A.D. 1998 at 2:00 p.m., relating to the lease described below:

That certain lease (the "Lease") dated as of March 3, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **NORFOLK SOUTHERN RAILWAY COMPANY**, a Virginia corporation ("Lessee"), having its chief executive office at 110 Franklin Road, S.E., Roanoke, VA 24042-0072.

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

On March 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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