



DONELAN CLEARY
WOOD & MASER, P.C.

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 11 2 58 PM '98

December 11, 1998

RECORDATION NO. 21438-B FILED

Recordation No. 21438-B

DEC 11 '98

2-58PM

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 December 11, 1998.

The parties to the enclosed Supplement are:

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

CSX Transportation, Inc. - LESSEE
J-220, Treasury Department
500 Water Street
Jacksonville, Florida 32202

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. 21438, and the Supplement should be filed under the next available letter under Recordation No. 21438, which letter we believe to be "-B".

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely one hundred eighty five open top hopper cars.

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

"Covers 185 open top hopper cars, FLCX numbers as listed in Annex A."

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

"See Recordation No. 21092-J."

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 - all of them

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

One Hundred Eighty Five (185) Open Top Hopper Railcars all of which have the following car initials and numbers (all numbers are inclusive):

FLCX 100 - FLCX 284

DEC 11 '98

2-58 PM

MEMORANDUM OF SUPPLEMENT

FLEX LEASING CORPORATION filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21438, on May 28, 1998 and (b) the Registrar General of Canada (the "RGC") on the 29th day of May, A.D. 1998 at 2:55 p.m. and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-A, on August 31, 1998 and (b) the RGC on the 2nd day of September, A.D. 1998 at 1:20 p.m. relating to the lease described below:

That certain lease (the "Lease") dated as of May 28, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Lessee"), having its chief executive office at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202.

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

On November 2, 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 11th day of DECEMBER, 1998.

FLEX LEASING CORPORATION

By: Ross Sullivan

Name: Ross Sullivan

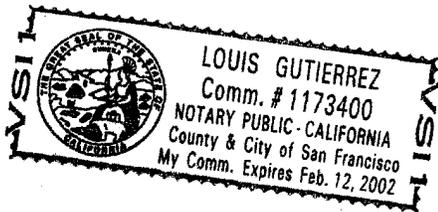
Title: Treasurer

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

On this the 6th day of November, 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 6th day of November, 1998.

SEAL



Louis Gutierrez
Notary Public
My commission expires: 2/12/2002

ANNEX A

Description of Equipment

One Hundred Eighty Five (185) Open Top Hopper Railcars all of which have the following car initials and numbers (all numbers are inclusive):

FLCX 100 - FLCX 284