



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21438-C FILED

FEB 4 '99 3-15 PM

February <sup>4</sup> 3, 1999

Recordation No. 21438-C

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").

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, FL 32202

The said Supplement, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Supplement is as identified in Annex A thereto.

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

"Covers 49 coiled covered railcars, CSXT 495310-495333, CSXT 495335-495359, in Annex A."

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

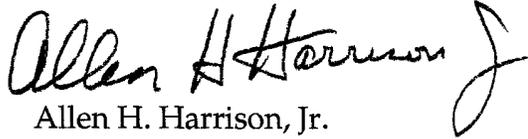
"See Recordation No. 21888-B."

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).

*Colleen To Puts*

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 large, 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

8207-020

MEMORANDUM OF SUPPLEMENT FEB 4 '99 3-15 PM

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.; (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-A, on August 31, 1998 at 2:45 p.m. and (b) the RGC on the 2nd day of September, A.D. 1998 at 1:20 p.m. and (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. \_\_\_\_\_, on \_\_\_\_\_, 199\_ and (b) the RGC on the \_\_\_ day of \_\_\_\_\_, 199\_ at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of May 28, 1998, between FLEX LEASING CORPORATION, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and 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 December 9, 1998 Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

IN WITNESS WHEREOF, this Memorandum of Supplement has been duly executed on this 4<sup>th</sup> day of February, 1999.

FLEX LEASING CORPORATION

  
\_\_\_\_\_  
Desmond Hayes  
President

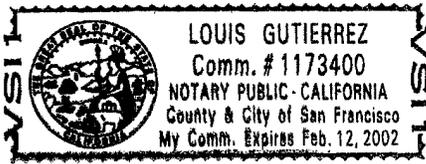
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STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 2 day of February, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President 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 President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 2 day of February, 1999.

SEAL



*Louis Gutierrez*

Notary Public

My Commission Expires: 2/12/2002

ANNEX A

Description of Equipment

Forty-Nine (49) covered coil railcars numbered:

CSXT 495310 through 495333 inclusive

CSXT 495335 through 495359 inclusive

[CSX]