



DONELAN CLEARY  
WOOD & MASER, P.C.

April 28, 1999

RECORDATION NO. 21438-E FILED

APR 28 '99

2-30PM

Recordation No. 21438-E

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 Supplement ("Supplement") executed April 28, 1999.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC - 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 30 boxcars CSXT 173500-173529 and 95 open top hopper cars CSXT 360000-360094, as listed in Annex A."

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

"See Recordation No. 21888-E."

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).

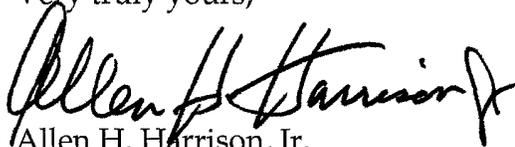
ATTORNEYS AND COUNSELORS AT LAW

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

*Counterparts A. H. Hansen*

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 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

**ANNEX A**

**Description of Equipment**

Thirty (30) Newly-built 60'9" Plate F, Boxcars, 110-ton capacity, 286,000 lb. GRL numbered:

CSXT 173500 through 173529 inclusive

And

Ninety-five (95) 4200 cu. Ft. Aluminum Rapid Discharge Open Top Hoppers 286,000 lb. GRL numbered:

CSXT 360000 through 360094 inclusive

[CSX]

APR 28 '99

2-30PM

**MEMORANDUM OF SUPPLEMENT**

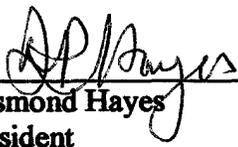
**FLEX LEASING CORPORATION** and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21438, on May 28, 1998 and (b) the Registrar General of Canada (the "RGC") on the 29th day of May, A.D. 1998 at 2:55 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., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-B, on \_\_\_\_\_, 199\_ and (b) the RGC on the 14th day of December, A.D. 1998 at 2:30 p.m., (iv) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-C, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:02 p.m. and (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21438-D, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:11 p.m., 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, Schedule No.01 ("Schedule 1") dated as of May 28, 1998 by and between Flex and Lessee, Schedule No.02 ("Schedule 2") dated as of February 5, 1999 by and between Flex and Lessee, Schedule No.03 ("Schedule 3") dated as of November 2, 1998 by and between Flex and Lessee, Schedule No. 04 ("Schedule 4") dated as of \_\_\_\_\_ by and between Flex and Lessee and Schedule No.05 ("Schedule 5") dated as of December 9, 1998 by and between Flex and Lessee.

The new lessor, **FLEX LEASING I, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

IN WITNESS WHEREOF, this Memorandum of Supplement has been duly executed on this 28<sup>th</sup> day of April, 1999.

**FLEX LEASING I, LLC**

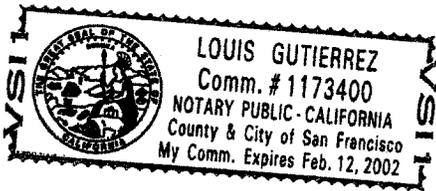
  
\_\_\_\_\_  
Desmond Hayes  
President

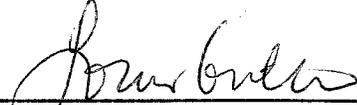
STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 23rd day of April, 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 company by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 23rd day of April, 1999.

SEAL



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: February 12, 2002

**ANNEX A**

**Description of Equipment**

**Thirty (30) Newly-built 60'9" Plate F, Boxcars, 110-ton capacity, 286,000 lb. GRL numbered:**

**CSXT 173500 through 173529 inclusive**

**And**

**Ninety-five (95) 4200 cu. Ft. Aluminum Rapid Discharge Open Top Hoppers 286,000 lb. GRL numbered:**

**CSXT 360000 through 360094 inclusive**

**[CSX]**