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SURFACE TRANSPORTATION  
BOARD

DEC 11 3 25 PM '98

RECORDATION NO. 21439-C FILED

DEC 11 '98 3-25PM



DONELAN CLEARY  
WOOD & MASER, P.C.

December 11, 1998

Recordation No. 21439-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 Amendment to Use Agreement ("Amendment"), executed December 11, 1998.

The parties to the enclosed Amendment 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 Amendment, among other things, acts to change the markings on two units from LHRR to MS, as listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21439, and the Amendment should be filed under the next available letter under Recordation No. 21439, which letter we believe to be "-C."

The units of equipment covered by the instant Amendment are as identified in Annex A thereto (copy attached), namely two mill gondola cars.

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

"Covers 2, 52' mill gondola cars, LHRR 3098 and LHRR 3136 changed respectively to MS 3098 and MS 3136, as listed in Annex A."

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

"See Recordation No. 21092-J."

ATTORNEYS AND COUNSELORS AT LAW

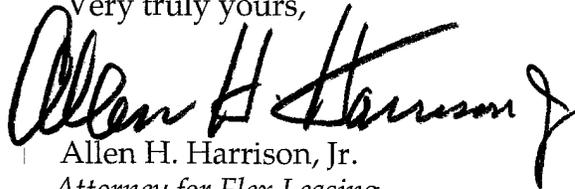
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts - P. H. Harvey*

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, reading "Allen H. Harrison, Jr.", written in a cursive style.

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**

Two (2) 52' Mill Gondola Railcars, which have the following car initials and numbers (all numbers are inclusive):

Previous Car Initial  
and Number

Amended Car Initial  
and Number

LHRR 3098  
LHRR 3136

MS 3098  
MS 3136

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2:25 PM

**MEMORANDUM OF AMENDMENT TO USE AGREEMENT**

**FLEX LEASING CORPORATION** filed (a) that certain Memorandum of Use Agreement with (i) the Surface Transportation Board (the "STB"), Recordation No. 21439 on May 28, 1998 and (ii) the Registrar General of Canada (the "RGC") on the 29th day of May, A.D. 1998 at 2:55 p.m., (b) that certain Memorandum of Amendment to Use Agreement with (i) the STB, Recordation No. 21439-A on August 31, 1998 and (ii) the RGC on the 2nd day of September, A.D. 1998 at 1:20 p.m. and (c) that certain Memorandum of Amendment to Use Agreement with (i) the Surface Transportation Board (the "STB"), Recordation No. 21439-B on September 30, 1998 and (ii) the Registrar General of Canada (the "RGC") on the 1st day of October, A.D. 1998 at 3:22 p.m., relating to the use agreement described below:

That certain use agreement (the "Use Agreement") dated as of November 13, 1997, **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 amended the markings of the railcars to the use agreement to those identified in the attached Annex A and wish to amend the Memorandum of Use Agreement.

[Remainder of page intentionally left blank.]

IN WITNESS THEREOF, this Memorandum of Amendment to Use Agreement has been duly executed on this the 11<sup>th</sup> day of DECEMBER, 1998.

**FLEX LEASING CORPORATION**

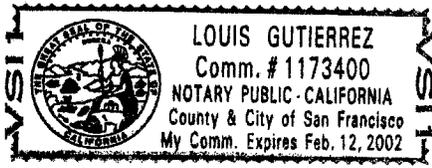
By: Ross Sullivan  
Name: Ross Sullivan  
Title: Treasurer

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

On this the 11<sup>th</sup> 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 6<sup>th</sup> day of November, 1998.

SEAL



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

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and Number

Amended Car Initial  
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LHRR 3098  
LHRR 3136

MS 3098  
MS 3136