



DONELAN CLEARY  
WOOD & MASER, P.C.

*Counter parts - A. H. [unclear]*

September 30, 1998

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SEP 30 3 01 PM '01

RECORDATION NO. 21609-A FILED

Recordation No. 21609-A

SEP 30 '98

3-01 PM

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 September 30, 1998.

The parties to the enclosed Supplement are:

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

Phillips Petroleum - LESSEE  
352 Adams Building  
Bartlesville, OK 74004

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. 21609, and the Supplement should be filed under the next available letter under Recordation No. 21609, which letter we believe to be "-A".

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely eight covered hopper cars.

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

"Covers 8, 6245 Plastic Pellet Lined Covered Hopper Cars, PSPX numbers as listed in Annex A."

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

"See Recordation No. 21092-H."

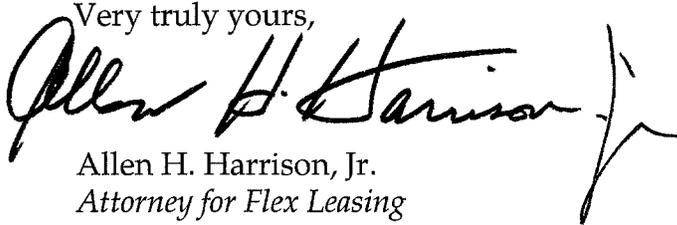
Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

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

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**

Eight (8) 6245 Plastic Pellet Lined Covered Hopper Railcars all of which have the following car initials and numbers (all numbers are inclusive):

PSPX 9203  
PSPX 9212  
PSPX 9215  
PSPX 9221  
PSPX 9226  
PSPX 9230  
PSPX 9231  
PSPX 9235

MEMORANDUM OF SUPPLEMENT SEP 30 '98 3-01 PM

**FLEX LEASING CORPORATION** filed that certain Memorandum of Lease with (a) the Surface Transportation Board, Recordation No. 21609, on August 31, 1998 and (b) the Registrar General of Canada 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 August 7, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **PHILLIPS PETROLEUM COMPANY**, a Delaware corporation ("Lessee"), having its chief executive office at 352 Adams Building, Bartlesville, Oklahoma 74004.

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

On August 7, 1998, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank.]



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