



DONELAN CLEARY
WOOD & MASER, P.C.

Counterparts - John Maser

RECORDATION NO. 21709 FILED

OCT 9 '98

3-32PM

OCT 9 3 32 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

October 9, 1998

New Recordation No. 21709

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 primary document, not previously recorded, entitled Memorandum of Lease ("Lease"), executed October 9, 1998.

The parties to the enclosed Lease are:

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

Illinois Central Railroad - LESSEE
NBC Tower
455 N. Cityfront Plaza Drive
Chicago, IL 60611

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

The equipment covered by the instant Lease is as identified in Annex A thereto, copy attached.

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

"Covers 200, 110 ton 5150 cu. ft. covered hopper cars, IC numbers."

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

"See Recordation No. 21092 -H."

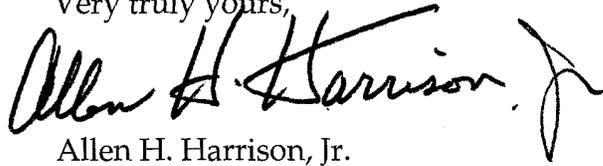
Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

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**

Two Hundred (200) 110 ton 5150 cu. ft. Covered Hopper Cars and 100 5200 cu. ft. Covered Hopper Cars, all of which have the following car initials and numbers (all numbers are inclusive):

IC 798100 - IC 798299

IC 798300 - IC 798399

RECORDATION NO. 21709 FILED

MEMORANDUM OF LEASE

OCT 9 '98

3-32PM

On October 8, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **ILLINOIS CENTRAL RAILROAD**, an Illinois corporation ("Lessee"), having its chief executive office at NBC Tower, 455 N. Cityfront Plaza Drive, Chicago, Illinois 60611 entered into a lease dated as of October 8, 1998 covering the railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank]

IN WITNESS THEREOF, this Memorandum of Lease has been duly executed on this the 9th day of October, 1998.

FLEX LEASING CORPORATION

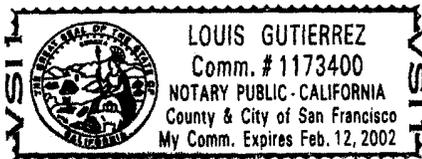
By: [Signature]
Printed Name Ross Sullivan
Title Treasurer

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

On this the 25th day of September, 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 25th day of September, 1998.

SEAL



[Signature]
Notary Public
My commission expires: 2/12/2002

ANNEX A

Description of Equipment

Two Hundred (200) 110 ton 5150 cu. ft. Covered Hopper Cars and 100 5200 cu. ft. Covered Hopper Cars, all of which have the following car initials and numbers (all numbers are inclusive):

IC 798100 - IC 798299

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