



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21687-A FILED

February ⁴ 3, 1998

FEB 4 '99 3-15 PM

Recordation No. 21687-A

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").

The parties to the enclosed Supplement are:

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

Canadian American Railway - LESSEE
Box 45, RR #2
Northern Maine Jct. Park
Bangor, ME 04401

and
Iron Road Railways, Inc.
Suite 903
1300 Connecticut Avenue, N.W.
Washington, DC 20036

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 56 boxcars, CDAC identification numbers, in Annex A."

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

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

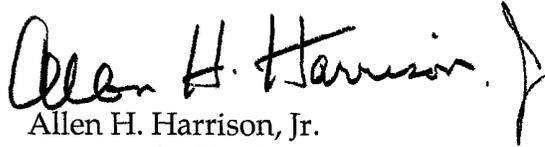
C. Donelan Cleary

"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).

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 stylized flourish at the end.

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

Six (56) 50'6" Plate "F" Boxcars with 10' Single Plug Doors numbered

CDAC 1031
CDAC 1034
CDAC 1035
CDAC 1037
CDAC 1039
CDAC 1045
CDAC 1050-1099

[Iron Road]

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. 21687 on September 30, 1998, at 1:55 p.m., and (b) the Registrar General of Canada (the "RGC") on ___ day of _____, 199_, at ___, relating to the lease described below:

That certain lease (the "Lease") dated as of August 25, 1998, between FLEX LEASING CORPORATION, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, CANADIAN AMERICAN RAILWAY, A Delaware corporation ("Lessee"), having its chief executive office at Northern Maine Jct. Park, RR#2, Box 45, Bangor, ME 04401, and IRON ROAD RAILWAYS, INC., a Delaware corporation ("Guarantor"), having its chief executive office at 1300 Connecticut Avenue NW, Suite 903, Washington D.C. 20036.

The new Lessor, FLEX LEASING I, LLC, only as to the railcars listed on Annex A attached hereto, Lessee, and Guarantor 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 4th day of February, 1999.

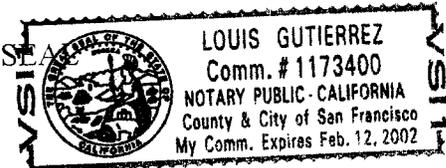
FLEX LEASING I, LLC

Desmond Hayes
Desmond Hayes
President

STATE OF CA)
COUNTY OF SF) ss:
)

On this 1st day of February, 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 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 1st day of February, 1999.



Louis Gutierrez
Notary Public
My Commission Expires: 2/12/2002

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