



DONELAN CLEARY  
WOOD & MASER, P.C.

*Counterpart of [Signature]*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SEP 30 2 22 PM '00

September 30, 1998

RECORDATION NO. 21689 FILED

New Recordation No.

SEP 30 '98

2-22PM

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 September ~~30~~, 1998.

The parties to the enclosed Lease are:

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

RSG Forest Products Company - LESSEE  
985 NW Second Street  
Kalama, WA 98625

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 25, 110 ton 73' Centerbeam Flatcars, LW 74100-74124."

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).

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

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

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**

Twenty-Five (25) 110 ton 73' Centerbeam Flatcars, all of which have the following car initials and numbers (all numbers are inclusive):

LW 74100 - LW 74124

RECORDATION NO. 21689 FILED

**MEMORANDUM OF LEASE**

SEP 30 '98

2-22 PM

On September 25, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **RSG FOREST PRODUCTS COMPANY**, a Delaware corporation ("Lessee"), having its chief executive office at 985 NW Second Street, Kalama, Washington 98625 entered into a lease dated as of September 25, 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 30<sup>th</sup> day of SEPTEMBER, 1998.

**FLEX LEASING CORPORATION**

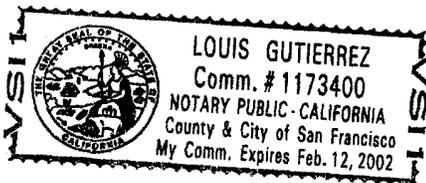
By: Ross Sullivan  
Printed Name Ross Sullivan  
Title Treasurer

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

On this the 25<sup>th</sup> 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 25<sup>th</sup> day of September, 1998.

SEAL



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

**ANNEX A**

**Description of Equipment**

Twenty-Five (25) 110 ton 73' Centerbeam Flatcars, all of which have the following car initials and numbers (all numbers are inclusive):

LW 74100 - LW 74124