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June 27, 2001

Recordation No. 21243-H

RECORDATION NO. 21243-H FILED  
JUN 27 '01 11:08 AM  
SURFACE TRANSPORTATION BOARD

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 Amendment to Memorandum of Partial Assignment of Lease ("Amendment") dated as of April 18, 2001.

The parties to the enclosed Amendment are:

Flex Leasing I, LLC Suite 300 234 Front Street San Francisco, CA 94111	-	LESSOR
Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24024-0072	-	LESSEE

The said Amendment, among other things, acts to remark only the equipment listed in Annex A thereto.

The equipment covered by the instant Amendment is as identified in Annex A thereto, copy attached, namely remarking from NS number to LW numbers 131 boxcars.

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

"Remarks from NS numbers to LW numbers 131 boxcars, 470427-470511, 470513-470529 and 470531-470559."

*98*

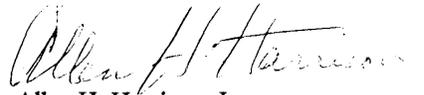
Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 21888-R.”

Enclosed is a check in the amount of fifty-six dollars (\$56.00) in payment of the filing fee (\$28.00) and the cross indexing fee (\$28.00).

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 from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



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

8212-020

ANNEX A

Description of Equipment

<u>Old Car Marks</u>	<u>New Car Marks</u>
One Hundred Thirty-One (131) Plate F, 60'9" inside length boxcars numbered:  NS 470427 - 470511 inclusive NS 470513 - 470529 inclusive NS 470531 - 470559 inclusive	One Hundred Thirty-One (131) Plate F, 60'9" inside length boxcars numbered:  LW 470427 - 470511 inclusive LW 470513 - 470529 inclusive LW 470531 - 470559 inclusive

[Norfolk Southern]



AMENDMENT TO MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

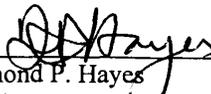
FLEX LEASING CORPORATION and FLEX LEASING I, LLC collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21243, on March 3, 1998 and (b) the Registrar General of Canada (the "RGC") on the 4th day of March, A.D. 1998 at 2:00 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-A, on April 9, 1998 at 1:48 p.m. and (b) the RGC on the 9th day of April, A.D. 1998 at 3:10 p.m., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-B, on April 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of April, A.D. 1999 at 1:01 p.m., (iv) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21243-C, on April 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of April, A.D. 1999 at 1:09 p.m., (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21243-D, on March 2, 1999 at 2:50 p.m. and (b) the RGC on the 3rd day of March, A.D. 1999 at 3:58 p.m., (vi) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-E, on April 12, 1999 at 3:00 p.m. and (b) the RGC on the 13th day of April, A.D. 1999 at 3:20 p.m., (vii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-F, on April 28, 1999 at 2:30 p.m. and (b) the RGC on the 29th day of April, A.D. 1999 at 1:10 p.m., and (viii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-G, on September 30, 1999 at \_\_\_\_\_ and (b) the RGC on the \_\_\_\_ day of \_\_\_\_\_, A.D. 1999 at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of March 3, 1997, between FLEX LEASING I, LLC, a Delaware limited liability company ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation ("Lessee"), having its chief executive office at 110 Franklin Road, S.E., Roanoke, VA 24042-0072.

The Lessor has remarked only those certain railcars listed on Annex A attached hereto, and wishes to amend the Memorandum of Partial Assignment.

Dated as of April 18, 2001

FLEX LEASING I, LLC

  
Desmond P. Hayes  
President

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NY01/STADD/605043.3

RECORDATION NO. 21243-14 FILED

JUN 27 '01 11:08 AM

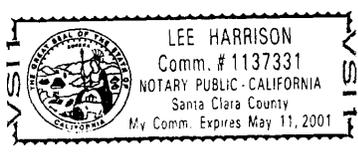
THE SURFACE TRANSPORTATION BOARD

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 18<sup>th</sup> day of April, 2001, 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 company by its authority duly given. The said President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 18<sup>th</sup> day of April, 2001.

SEAL



Lee Harrison  
Notary Public  
My Commission Expires: May 11, 2001

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[Norfolk Southern]