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RECORDATION NO. 24745-A FILED
NOV 01 '05 2-51 PM
SURFACE TRANSPORTATION BOARD

October 31, 2005

Recordation No.24745-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") dated as of October 26, 2005.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR
Masterfoods, USA a Division of Mars Incorporated 3250 E. 44 th Street Vernon, CA 90058	-	LESSEE

The said Supplement, among other things, acts to lease the equipment listed in Annex A thereto, by the Lessor to the Lessee and should be recorded under the next available letter under Recordation No. 24745, which letter we believe to be "- A."

The equipment covered by the instant Supplement is as identified in Annex A thereto, namely 2 boxcars, LW 50176 and 50195.

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

"Lease of 2 boxcars, LW 50176 and 50195, see Annex A."

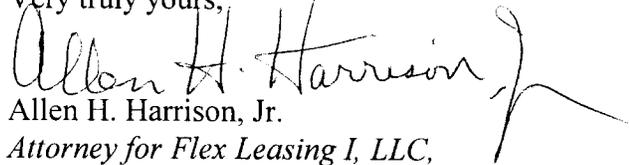
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-U."

Enclosed is a check in the amount of sixty-six dollars (\$66.00) in payment of the filing fee (\$33.00) and the cross indexing fee (\$33.00).

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, DC 20423

Enclosures

BY HAND

8212-020

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MEMORANDUM OF SUPPLEMENT

SURFACE TRANSPORTATION BOARD

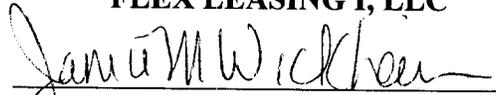
FLEX LEASING I, LLC, filed that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 24745, on December 23, 2003 at 11:03 a.m. and (b) the Registrar General of Canada (the "RGC") on the 30th day of December, A.D. 2003 at 2:20 p.m., relating to the lease described below:

That certain lease (the "Lease"), dated as of July 8, 2003, between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 1211 Avenue of the Americas, New York, New York 10036, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 1211 Avenue of the Americas, New York, New York 10036, **MASTERFOODS, USA, A DIVISION OF MARS INCORPORATED** ("Lessee"), having its chief executive office at 3250 E. 44th Street, Vernon, California 90058.

The Lessor and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to amend the Memorandum of Lease.

Dated as of October 26, 2005

FLEX LEASING I, LLC



Name: Janice M. Wickham

Title: Vice President

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STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of October, 2005, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 26th day of October, 2005.

SEAL



Notary Public
My Commission Expires: _____

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 20 07

ANNEX A

Description of Equipment

Two (2) 60'9" Plate "E" Boxcars, 103 ton capacity, with double 8' plug doors, numbered:

LW 50176

LW 50195

[Masterfoods, USA]