

RECORDATION NO. 27693-A FILED

JUL 20 '09 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

July 20, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 1-A, dated as of July 17, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Security Agreement and the Second Amended and Restated Security Agreement previously filed with the Board under Recordation Numbers 21888-U and 27693, respectively.

The names and addresses of the parties to the enclosed document are:

Collateral Agent: BTMU Capital Corporation,
111 Huntington Avenue, Suite 400
Boston, MA 02199

Borrower: Flex Leasing I, LLC
30 South Wacker Drive,
Chicago, IL 60606

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

Railcars have been remarked and numbered FLOX 504638, FLOX 504639 and within the series CITX 5000886 - CITX 500890, FLCX 360075 - FLCX 500985 and LW 150108 - LW 150157 (previously marked CSXT 360075 and within the series SCN 448001 - SCN 449124 and LW 60932 - LW 60995) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Security Agreement Supplement No. 1-A.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUL 20 '09 -8 0 0 AM

SECURITY AGREEMENT SUPPLEMENT No. 1-A SURFACE TRANSPORTATION BOARD

This Security Agreement Supplement No. 1-A, dated July 17, 2009 (this "Supplement"), between BTMU CAPITAL CORPORATION, as Collateral Agent under the Security Agreement ("Collateral Agent"), and FLEX LEASING I, LLC, a Delaware limited liability company ("Borrower");

WITNESSETH:

WHEREAS, a Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, an Amended and Restated Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the STB and the RGC, on such dates, and with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, Collateral Agent and Borrower have heretofore entered into that certain Second Amended and Restated Security Agreement dated as of October 16, 2008, as supplemented by that certain Security Agreement Supplement No. 1 ("Security Agreement Supplement No. 1"), dated as of October 16, 2008 (collectively, the "Security Agreement"), evidence of which was filed with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Security Agreement.

WHEREAS, the Borrower provided to the Collateral Agent a statement identifying a change of the reporting marks and numbers to certain of the Units bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 (the "New Marks").

WHEREAS, pursuant to the Security Agreement the Borrower is required to record such change of reporting marks and numbers with the STB and the Registrar General of Canada.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Collateral Agent and Borrower hereby agree as follows:

1. Security Agreement Supplement No. 1 and the Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 referenced on Schedule 1 are hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.

2. Borrower shall cause this Supplement to be recorded with the Surface Transportation Board and the Registrar General of Canada.

3. The parties hereto wish to show for public record this Supplement and accordingly have caused this Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

4. THIS SUPPLEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE MAXIMUM EXTENT PERMITTED BY LAW ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES).

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

* * *

IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

BTMU CAPITAL CORPORATION, as Collateral Agent

By: *Cheryl A. Belton*
Name: Cheryl A. Belton
Title: Senior Vice President

STATE OF)
) ss:
COUNTY OF)

The foregoing Security Agreement Supplement No. 1-A was acknowledged before me, the undersigned Notary Public, in the County of Suffolk this 17 day of July, 2009 by Cheryl A. Belton, as Senior Vice President of BTMU CAPITAL CORPORATION.

Andrew J. Jones
Notary Public

My commission expires: 6-11-10

[Notarial Seal]

IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

FLEX LEASING I, LLC
as Borrower

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Director

STATE OF)
) ss:
COUNTY OF)

The foregoing Security Agreement Supplement No. 1-A was acknowledged before me, the undersigned

Notary Public, in the County of Cook this 16 day of July, 2009 by
Catherine Stiglich, as Director of FLEX LEASING I, LLC.

Victoria Quero
Notary Public

My commission expires: 8/27/2011



SCHEDULE 1

A Security Agreement was recorded with (i) the Surface Transportation Board on December 22, 1998 under recordation number 21888, and (ii) the Registrar General of Canada on December 23, 1998 under Document Key 11315.

An Amended and Restated Security Agreement was recorded with (i) the Surface Transportation Board on October 19, 2001 under recordation number 21888-U, and (ii) the Registrar General of Canada on October 19, 2001 under Document Key 13685 and supplemented by Document Key 13686.

A Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 was recorded with (i) the Surface Transportation Board on October 16, 2008 at 9:40 am under recordation number 27693 and (ii) the Registrar General of Canada on October 16, 2008 at 11:05 am.

SCHEDULE 2

CHANGE OF REPORTING MARKS AND NUMBERS

<u>Old Marks & Numbers</u>		<u>New Marks & Numbers</u>	
SCNX	448001	CITX	500886
SCNX	448002	CITX	500887
SCNX	448013	CITX	500888
SCNX	448016	CITX	500889
SCNX	448023	CITX	500890
CSXT	360075	FLCX	360075
SCNX	448032	FLCX	500892
SCNX	448033	FLCX	500893
SCNX	448037	FLCX	500894
SCNX	448040	FLCX	500895
SCNX	448043	FLCX	500896
SCNX	448045	FLCX	500897
SCNX	448047	FLCX	500898
SCNX	448051	FLCX	500900
SCNX	448053	FLCX	500901
SCNX	448060	FLCX	500902
SCNX	448061	FLCX	500903
SCNX	448066	FLCX	500904
SCNX	448069	FLCX	500905
SCNX	448070	FLCX	500906
SCNX	448073	FLCX	500907
SCNX	448074	FLCX	500908
SCNX	448075	FLCX	500909
SCNX	448078	FLCX	500910
SCNX	448095	FLCX	500911
SCNX	448098	FLCX	500912
SCNX	448100	FLCX	500913
SCNX	448106	FLCX	500914
SCNX	448107	FLCX	500915
SCNX	448118	FLCX	500916
SCNX	448122	FLCX	500917
SCNX	448137	FLCX	500918
SCNX	448135	FLCX	500920
SCNX	448138	FLCX	500921
SCNX	448139	FLCX	500922
SCNX	448140	FLCX	500923
SCNX	448141	FLCX	500924
SCNX	448144	FLCX	500925
SCNX	448157	FLCX	500926
SCNX	448158	FLCX	500927
SCNX	448161	FLCX	500928
SCNX	448164	FLCX	500929
SCNX	448173	FLCX	500930

SCNX	448181	FLCX	500931
SCNX	448182	FLCX	500932
SCNX	448183	FLCX	500933
SCNX	448191	FLCX	500934
SCNX	448196	FLCX	500935
SCNX	448197	FLCX	500936
SCNX	448198	FLCX	500937
SCNX	448200	FLCX	500938
SCNX	448202	FLCX	500939
SCNX	448210	FLCX	500940
SCNX	448213	FLCX	500941
SCNX	448220	FLCX	500942
SCNX	448222	FLCX	500943
SCNX	448227	FLCX	500944
SCNX	448230	FLCX	500945
SCNX	448237	FLCX	500946
SCNX	448238	FLCX	500947
SCNX	448243	FLCX	500948
SCNX	448244	FLCX	500949
SCNX	448251	FLCX	500950
SCNX	448255	FLCX	500951
SCNX	448257	FLCX	500952
SCNX	448260	FLCX	500953
SCNX	448266	FLCX	500954
SCNX	448276	FLCX	500955
SCNX	448278	FLCX	500956
SCNX	448282	FLCX	500957
SCNX	448283	FLCX	500958
SCNX	449102	FLCX	500977
SCNX	449106	FLCX	500978
SCNX	449107	FLCX	500979
SCNX	449111	FLCX	500980
SCNX	449114	FLCX	500981
SCNX	449115	FLCX	500982
SCNX	449119	FLCX	500983
SCNX	449120	FLCX	500984
SCNX	449124	FLCX	500985
LW	60932	LW	150108
LW	60934	LW	150109
LW	60935	LW	150110
LW	60936	LW	150111
LW	60937	LW	150112
LW	60938	LW	150113
LW	60939	LW	150114
LW	60940	LW	150115
LW	60941	LW	150116
LW	60942	LW	150117
LW	60943	LW	150118
LW	60944	LW	150119
LW	60945	LW	150120
LW	60946	LW	150121

LW	60948	LW	150122
LW	60949	FLOX	504638
LW	60950	FLOX	504639
LW	60954	LW	150123
LW	60956	LW	150124
LW	60957	LW	150125
LW	60958	LW	150126
LW	60959	LW	150127
LW	60960	LW	150128
LW.	60961	LW	150129
LW	60962	LW	150130
LW	60963	LW	150131
LW	60964	LW	150132
LW	60965	LW	150133
LW	60966	LW	150134
LW	60967	LW	150135
LW	60968	LW	150136
LW	60969	LW	150137
LW	60970	LW	150138
LW	60971	LW	150139
LW	60972	LW	150140
LW	60974	LW	150141
LW	60975	LW	150142
LW	60977	LW	150143
LW	60978	LW	150144
LW	60979	LW	150145
LW	60982	LW	150146
LW	60983	LW	150147
LW	60984	LW	150148
LW	60986	LW	150149
LW	60987	LW	150150
LW	60988	LW	150151
LW	60989	LW	150152
LW	60990	LW	150153
LW	60991	LW	150154
LW	60992	LW	150155
LW	60993	LW	150156
LW	60995	LW	150157

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/20/09



Robert W. Alvord