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RECORDATION NO. 21609-D FILED

October 5, 2000

OCT 5 '00 10-32 AM

TS  
SURFACE TRANSPORTATION BOARD

Recordation No. 21609-D

Dear Mr. Williams:

On behalf of Flex Leasing II, 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 Full Termination of Lease, ("Termination"), dated as of October 5, 2000.

The parties to the enclosed Termination are:

Flex leasing II, LLC Suite 300 234 Front Street San Francisco, CA 94111	-	LESSOR/TERMINATOR
Phillips Petroleum 352 Adams Building Bartlesville, OK 74004	-	LESSEE

The said Termination, among other things, acts to fully and completely terminate the Memorandum of Lease recorded under Recordation No. 21609 as supplemented, and the Termination should be filed under the next available letter under Recordation No. 21609, which letter we believe to be "-D."

The equipment covered by the instant Termination is all the equipment remaining under the Memorandum of Lease recorded under Recordation No. 21609 as supplemented.

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

"Full, complete Termination of Lease"

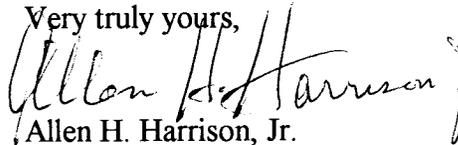
Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 22383-D.”

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 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 II, LLC,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures  
**BY HAND**

8313-020

**MEMORANDUM OF FULL TERMINATION OF LEASE**

**FLEX LEASING CORPORATION** and **FLEX LEASING II, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21609, on August 31, 1998 at 3:03 p.m. and (b) the Registrar General of Canada (the "RGC") on the 2<sup>nd</sup> day of September, A.D. 1998 at 1:20 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21609-A, on September 30, 1998 at 3:01 p.m. and (b) the RGC on the 1st day of October, A.D. 1998 at 3:22 p.m., (iii) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21609-B, on August 31, 1999 at 3:00 p.m. and (b) the RGC on the 1<sup>st</sup> day of September, A.D. 1999 at 1:18 p.m. and (iv) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21609-C on April 10, 2000 at 12:27 p.m. and (b) the RGC on the 12<sup>th</sup> day of April, A.D. 2000 at 11:54 a.m., relating to the lease described below:

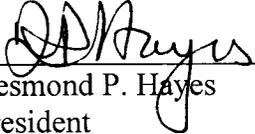
That certain lease (the "Lease") dated as of August 7, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **PHILLIPS PETROLEUM COMPANY**, a Delaware corporation ("Lessee"), having its chief executive office at 352 Adams Building, Bartlesville, Oklahoma 74004, and Schedule No. 01 ("Schedule 1") dated as of August 7, 1998 by and between Flex and Lessee.

The duties and obligations of the parties to the Lease have been satisfied and discharged. The terms of the said Lease have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby fully terminates of record the Lease.

Dated as of October 5, 2000

**FLEX LEASING II, LLC**

**By: FLEX Asset Management Corporation,  
as Asset Manager**

By:   
Desmond P. Hayes  
President

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**SURFACE TRANSPORTATION BOARD**

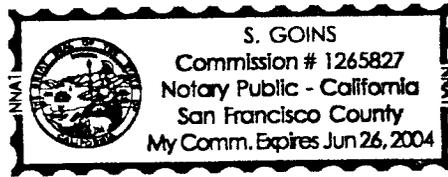
STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 2nd day of October, 2000, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of FLEX Asset Management 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 President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 2nd day of October, 2000.

SEAL

S. Goins  
Notary Public  
My Commission Expires: June 26, 2004



[Phillips Petroleum]