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RECORDATION NO. 22886-A FILED

OCT 5 '00 10-35 AM

SURFACE TRANSPORTATION BOARD

October 5, 2000

Recordation No. 22886-A

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 Use Agreement ("Termination") dated as of October 5, 2000.

The parties to the enclosed Termination are:

Flex leasing II, LLC - LESSOR/TERMINATOR
Suite 300
234 Front Street
San Francisco, CA 94111

Variform Incorporated - LESSEE
303 West Major Street
Kearney, Missouri 64060

The said Termination, among other things, acts to fully and completely terminate the Memorandum of Use Agreement recorded under Recordation No. 22886 and should be recorded under the next available letter under Recordation No. 22886, which letter we believe to be "-A".

The equipment covered by the Termination is all the equipment covered under Recordation No. 22886.

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

"Full termination of Memorandum of Use Agreement under Recordation No. 22886. "

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.

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

8355-020

MEMORANDUM OF FULL TERMINATION OF USE AGREEMENT

FLEX LEASING II, LLC filed (i) that certain Memorandum of Use Agreement with (a) the Surface Transportation Board (the "STB"), Recordation No. 22886, on April 10, 2000 at 11:58 a.m. and (b) the Registrar General of Canada (the "RGC") on the 12th day of April, A.D. 2000 at 11:58 a.m., relating to the lease described below:

> That certain letter agreement for the use of freight cars dated as of February 7, 2000 (the "Use Agreement") between **FLEX LEASING II, 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 **VARIFORM INCORPORATED** ("Lessee") with its mailing address at 303 West Major Street, Kearney, Missouri 64060.

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

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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NY01/STADD/555945.1

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. 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
Commission # 1265827
Notary Public - California
San Francisco County
My Comm. Expires Jun 26, 2004

Notary Public
My Commission Expires: June 26, 2004

NY01/STADD/555945.1