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RECORDATION NO. 23209-A FILED  
OCT 30 '00 9-38 AM  
TS  
SURFACE TRANSPORTATION BOARD

October 30 2000

Recordation No. 23209-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 Partial Termination of Use Agreement ("Partial Termination") dated as of October 25 2000.

The party to the enclosed Partial Termination is:

Flex leasing I, LLC  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- TERMINATOR

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto (copy attached) from the lease between Flex Leasing I, LLC, as Lessor and CSX Transportation, Inc., as Lessee, recorded under Recordation No. 23209, and the Partial Termination should be recorded under the next available letter under Recordation No. 23209, which letter we believe to be "-A".

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely 15 covered hopper cars, LW numbers as covered in Annex A.

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

"Termination from lease 15 covered hopper cars, LW numbers. "

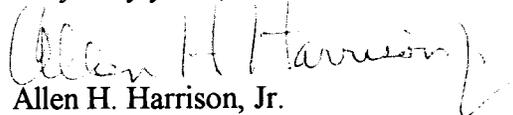
Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 21888-G and Recordation No. 21888-<sup>-P</sup>~~Q~~”.

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 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

Fifteen (15) 3,250 cu. ft. Covered Hoppers numbered:

- LW 3247
- LW 3254
- LW 3258
- LW 3264
- LW 3272
- LW 3283
- I.W 3289
- LW 3296
- LW 3297
- LW 3300
- I.W 3307
- LW 3312
- LW 3315
- LW 3319
- I.W 3320

[CSXT]

NY01/STANDARD/007085.1

**MEMORANDUM OF PARTIAL TERMINATION OF USE AGREEMENT**

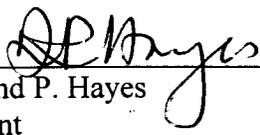
**FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Use Agreement with (a) the Surface Transportation Board (the "STB"), Recordation No. 23209, on October 30, 2000 at 9:28 a.m and (b) the Registrar General of Canada (the "RGC") on the \_\_\_\_\_ day of October, A.D. 2000 at \_\_\_\_\_, relating to the letter agreement described below:

That certain letter agreement for the use of freight cars dated as of April 26, 2000 (the "Use Agreement"), 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 **CSX TRANSPORTATION, INC.** ("Lessee"), having its chief executive office at 500 Water Street, Jacksonville, Florida 32202.

The duties and obligations of the parties to the Use Agreement have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Use Agreement, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Use Agreement, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Use Agreement is in full force and effect as of the date hereof.

Dated as of October 25<sup>th</sup>, 2000

**FLEX LEASING I, LLC**

  
\_\_\_\_\_  
Desmond P. Hayes  
President

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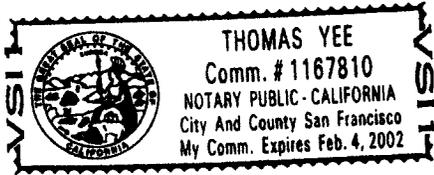
**SURFACE TRANSPORTATION BOARD**

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 25<sup>th</sup> day of October, 2000, 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. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 25<sup>th</sup> day of October, 2000.

SEAL



Thomas Yee  
Notary Public  
My Commission Expires: Feb. 4, 2002

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[CSX]