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RECORDATION NO. 23146 FILED

October 5, 2000

OCT 5 '00 9-39 AM  
TS

SURFACE TRANSPORTATION BOARD

New Recordation No.

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 primary document, not previously recorded, entitled Memorandum of Use Agreement ("Lease") dated as of October 5, 2000.

The parties to the enclosed Lease are:

Flex Leasing II, LLC - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

Chevron Phillips Chemical Company, LP - LESSEE  
1301 McKinney Street  
Houston, TX 77010

The said Lease, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Annex A thereto, copy attached.

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

"Covers 34 Covered Hopper Cars, FLOX numbers (formerly PSPX numbers)."

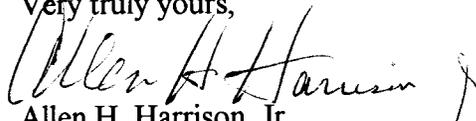
Please enter under this Recordation No. the following cross index reference:

“See Recordation Nos. 22383-C and 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

8355-020

**ANNEX A**

**Description of Equipment**

Thirty-four (34) 6,245 cu. ft. Covered Hopper Cars numbered:

FLOX 9201 through 9203 inclusive

FLOX 9207

FLOX 9208

FLOX 9210

FLOX 9213 through 9216 inclusive

FLOX 9219

FLOX 9223

FLOX 9224

FLOX 9226

FLOX 9228 through 9231 inclusive

FLOX 9234 through 9241 inclusive

FLOX 9243 through 9250 inclusive

[Chevron Phillips – 8/03/00 agreement]

NY01/STADD/335933.1



ANNEX A

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FLOX 9243 through 9250 inclusive

[Chevron Phillips – 8/03/00 agreement]