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November 19, 2001

RECORDATION NO. 23740 FILED

New Recordation No.

NOV 19 '01 9·07 AM

TS

SURFACE TRANSPORTATION BOARD

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 primary document, not previously recorded, entitled Memorandum of Use Agreement ("Agreement") dated as of November 19, 2001.

The parties to the enclosed Agreement are:

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

Union Pacific Railroad - LESSEE
1416 Dodge Street
Omaha, Nebraska 68179

The said Agreement, among other things, acts to lease 50 flatcars as covered in Annex A thereto by the Lessor to the Lessee.

The equipment covered by the instant Agreement is as identified in Annex A thereto, copy attached, namely 50 flatcars, LW75075-75124.

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

"Lease of 50 flatcars, LW75075-75124."

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

"See Recordation No. 21888-U."

Enclosed is a check in the amount of fifty-six ($56.00) in payment of the filing fee ($28.00) and the cross indexing fees ($28.00).

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

Fifty (50) 73' Centerbeam flatcars, 110 ton, 286,000 GRL, numbered:

LW 75075 through 75124 inclusive

[Union Pacific]

MEMORANDUM OF USE AGREEMENT

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, is a party to a certain (unfiled) letter agreement for the use of railcars, dated June 29, 2001 (the "Use Agreement"), with **UNION PACIFIC RAILROAD** ("Lessee"), located at 1416 Dodge Street, Omaha, Nebraska 68179, covering the railcars listed on Annex A attached hereto.

Dated as of November 19, 2001

FLEX LEASING I, LLC

Desmond Hayes
President

STATE OF CA)
) ss:
COUNTY OF SF)

On this 14th day of November, 2001, 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 14th day of November, 2001.

SEAL

JOAN M. JUSTER
Commission # 1310983
Notary Public - California
San Francisco County
My Comm. Expires Jun 28, 2005

Notary Public
My Commission Expires: June 28th 2005

23740

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SURFACE TRANSPORTATION BOARD

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