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July 31, 2002

Recordation No. 21096-B

RECORDATION NO. 21096-B FILED

SEP 20 '02 2-83 PM

**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 secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement") executed on July 31, 2002.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC - LESSOR  
Suite 730  
221 Main Street  
San Francisco, CA 94105

Cooper Natural Resources, Inc. - LESSEE  
Ozark Division  
P.O. Box 1447  
Seagraves, TX 79359

The said Supplement, among other things, acts to lease only the equipment listed in Annex A thereto by the Lessor to the Lessee and should be recorded under the next available letter under Recordation No. 21096, which letter we believe to be "-B."

The equipment covered by the instant Supplement is as identified in Annex A thereto, copy attached, namely 7 hopper cars, FLOX3235-3241.

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

"Lease of 7 hopper cars, FLOX3235-3241."

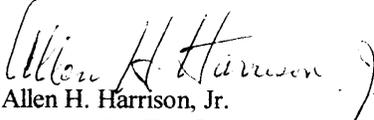
Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 21888-U.”

Enclosed is a check in the amount of sixty dollars (\$60.00) in payment of the filing fee (\$30.00) and the cross indexing fee (\$30.00).

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**

Seven (7) 3,250 cfc, two pocket, 110 ton covered hopper cars, 286,000 gross rail load, equipped with circular hatches, gravity/pneumatic outlets, vibrator brackets, and lining suitable for anhydrous sodium sulfate, numbered:

FLOX 3235 through 3241 inclusive

[Cooper Natural Resources]

21096-B

**MEMORANDUM OF SUPPLEMENT**

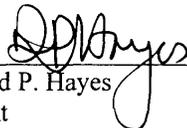
**FLEX LEASING CORPORATION** and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21096, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada (the "RGC") on the \_\_\_\_ day of December, A.D. 1997 at \_\_\_\_\_, and (ii) that certain Memorandum of Full Assignment of Lease with (a) the STB, Recordation No. 21096-A, on December 22, 1998 at 2:46 p.m. and (b) the RGC on the \_\_\_\_ day of December, A.D. 1998 at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease"), dated as of April 1, 1997, between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, and **COOPER NATURAL RESOURCES, INC.**, a Missouri corporation ("Lessee"), having its chief executive office at Ozark Division, P.O. Box 1447, Seagraves, Texas 79359.

The Lessor and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to amend the Memorandum of Lease.

Dated as of July 31, 2002

**FLEX LEASING I, LLC**

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

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SEP 20 102 2-33 PM  
SURFACE TRANSPORTATION BOARD

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 30th day of July, 2002, 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 30th day of July, 2002.

SEAL



*Joan M. Juster*  
\_\_\_\_\_  
Notary Public  
My Commission Expires: June 28, 2005

**ANNEX A**

**Description of Equipment**

Seven (7) 3,250 cfc, two pocket, 110 ton covered hopper cars, 286,000 gross rail load, equipped with circular hatches, gravity/pneumatic outlets, vibrator brackets, and lining suitable for anhydrous sodium sulfate, numbered:

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