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RECORDATION NO. 21095-B FILED

May 15, 2003

MAY 15 '03 11-52 AM

SURFACE TRANSPORTATION BOARD

Recordation No. 21095-B

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 Supplement ("Supplement") dated as of May 13, 2003.

The parties to the enclosed Supplement are:

Flex Leasing II, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR
Atofina Petrochemicals Inc., assignee of Fina Oil and Chemical Company 15710 JFK Boulevard Houston, Texas 77032	-	LESSEE

The said Supplement, among other things, acts to lease only the equipment listed in Annex A and should be recorded under the next available letter under Recordation No. 21095, which letter we believe is "-B".

The equipment covered by the instant Supplement is as identified in Annex A thereto, copy attached, namely 13 FLOX numbered covered hopper cars.

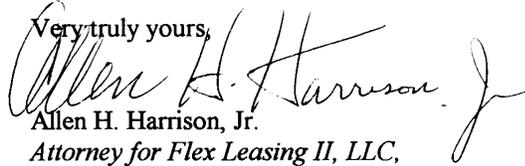
A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 13 Covered Hopper Car, FLOX numbers."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

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

8213-020

**ANNEX A**

**Description of Equipment**

Thirteen (13) 6,254 cu. ft., 110 ton, lined covered hopper cars for plastic pellet service, numbered:

FLOX 9202  
FLOX 9210  
FLOX 9214  
FLOX 9219  
FLOX 9226  
FLOX 9229  
FLOX 9234  
FLOX 9235  
FLOX 9237  
FLOX 9240  
FLOX 9244  
FLOX 9246  
FLOX 9248

[Atofina Petrochemicals]

NY01/STADD/808104.1

NY01/STADD/808104.1

**MEMORANDUM OF SUPPLEMENT**

**FLEX LEASING CORPORATION** and **FLEX LEASING I, LLC** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21095, 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. 21095-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 August 27, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation, having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, and **ATOFINA PETROCHEMICALS INC.**, as assignee of **FINA OIL AND CHEMICAL COMPANY** ("Lessee"), having its chief executive office at 15710 JFK Boulevard, Houston, Texas 77032.

The new lessor, **FLEX LEASING II, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to supplement the Memorandum of Lease.

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MAY 15 '08 11-52 AM  
SURFACE TRANSPORTATION BOARD

Dated as of May 13, 2003

**FLEX LEASING II, LLC**

**By: FLEX Asset Management Corporation,  
as Asset Manager**

By: Janice Wickham  
Name: Janice Wickham  
Title: Vice President

STATE OF New York )  
 ) ss:  
COUNTY OF New York )

On this 13th day of May, 2003, personally came before me, Janice Wickham, who, being by me duly sworn, says she is a vice president of FLEX Asset Management Corporation and that said writing was signed on the date hereof by her on behalf of said corporation by its authority duly given. And the said Janice Wickham acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 13th day of May, 2003.

SEAL

Richard D'Annunzio  
Notary Public  
My Commission Expires: \_\_\_\_\_

**RICHARD D'ANNUNZIO**  
Notary Public, State of New York  
No. 43-4693159  
Qualified in Richmond County  
Commission Expires March 30, 2007

ANNEX A

**Description of Equipment**

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[Atofina Petrochemicals]