

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201
TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 22978-A FILED
NOV 01 '05 2-54 PM
SURFACE TRANSPORTATION BOARD

October 31, 2005

Recordation No. 22978-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 Full Termination of Use Agreement ("Full Termination") dated as of October 26, 2005.

The parties to the enclosed Full Termination are:

Flex Leasing I, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR/TERMINATOR
Burlington Northern Santa Fe Railway Company 2650 Lou Menk Drive Ft. Worth, TX 76131	-	LESSEE

The said Full Termination, among other things, acts to terminate and release all units from the Memorandum of Use Agreement between the above parties, recorded under Recordation N. 22978. The Full Termination should be recorded under the next available letter under Recordation No. 22978, which letter we believe to be "-A."

The equipment covered by the instant Full Termination is all equipment covered in and by that certain Memorandum of Use Agreement recorded under Recordation No. 22978.

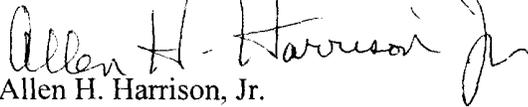
A short summary of the instant Full Termination is to appear in the Surface Transportation Board Index is as follows:

"Termination of Memorandum of Use Agreement."

Enclosed is a check in the amount of thirty-three dollars (\$33.00) 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 I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

NOV 01 '05 2-54 PM

MEMORANDUM OF FULL TERMINATION OF USE AGREEMENT

SURFACE TRANSPORTATION BOARD

FLEX LEASING I, LLC, filed that certain Memorandum of Use Agreement with (a) the Surface Transportation Board, Recordation No. 22978, on June 27, 2000 at 12:15 p.m. and (b) the Registrar General of Canada on the 28th day of July, A.D. 2000 at 3:02 p.m., relating to the letter agreement described below:

That certain letter agreement for the use of railcars dated February 9, 2000 (the "Use Agreement"), 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, and **BURLINGTON NORTHERN SANTA FE RAILWAY COMPANY** ("Lessee"), located at 2650 Lou Menk Drive, Ft. Worth, Texas 76131.

The duties and obligations of the parties to the Use Agreement have been satisfied and discharged. The terms of the said Use Agreement have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby fully terminates of record the Use Agreement.

Dated as of October 26, 2005

FLEX LEASING I, LLC

Janice Wickham
Janice Wickham
Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of October, 2005, personally came before me, Janice Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 26th day of October, 2005.

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, 20 07