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RECORDATION NO. 23741-C FILED

MAR 09 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

March 9, 2007

Recordation No.23741-C

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 Partial Termination of Use Agreement ("Partial Termination") dated as of March 5, 2007.

The parties to the enclosed Partial Termination are:

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

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

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto from the Use Agreement recorded under Recordation No. 23741, and the Partial Termination should be recorded under the next available letter under Recordation No. 23741, which letter we believe to be "-C."

The equipment covered by the instant Partial Termination is as identified in Annex A thereto (copy attached), namely ten boxcars, LW numbers.

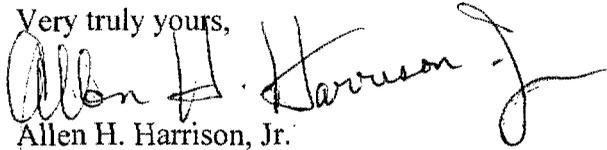
A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from Use Agreement of 10 boxcars, LW numbers, see Annex A."

Enclosed is a check in the amount of thirty-four dollars (\$34.00) 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,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

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

ANNEX A

Description of Equipment

Ten (10) 60'9" Plate E boxcars with double 8' plug doors and end of car cushioning, numbered:

LW 50105
LW 50162
LW 50182
LW 50185
LW 50187
LW 50192
LW 50204
LW 50206
LW 50214
LW 50215

[Union Pacific Railroad]

MAR 09 '07

-11 15 AM

MEMORANDUM OF PARTIAL TERMINATION OF USE AGREEMENT

FLEX LEASING I, LLC filed (i) that certain Memorandum of Use Agreement with (a) the Surface Transportation Board (the "STB"), Recordation No. 23741, on November 19, 2001 at 9:11 a.m. and (b) the Registrar General of Canada (the "RGC") on the 20th day of November, A.D. 2001 at 10:40 a.m., (ii) that certain Memorandum of Partial Termination of Use Agreement with (a) the STB, Recordation No. 23741-A, on December 23, 2003 at 11:13 a.m. and (b) the RGC on the 30th day of December, A.D. 2003, and (iii) that certain Memorandum of Partial Termination of Use Agreement with (a) the STB, Recordation No. 23741-B, on November 1, 2005 at 3:01 p.m. and (b) the RGC on the 27th day of February, A.D. 2006 at 2:20 p.m., relating to the lease described below:

That certain use agreement (the "Use Agreement") dated as of November 19, 2001, between **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, and **UNION PACIFIC RAILROAD** ("Lessee"), located at 1416 Dodge Street, Omaha, Nebraska 68179.

The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Lease, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Lease is in full force and effect as of the date hereof.

[Remainder of Page Left Intentionally Blank]

Dated as of March 5, 2007

FLEX LEASING I, LLC


Richard D'Annunzio
Title: Vice President

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

On this 5th day of March, 2007, personally came before me, Richard D'Annunzio, who, being by me duly sworn, says he is a Vice 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. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 5th day of March, 2007.

SEAL


Notary Public
My Commission Expires: _____

EDWINA SELLAN
Notary Public, State of New York
No. 01SE5050605
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 16, 2009

ANNEX A

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