

APR 29 '98

1-31 PM

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April 29, 1998

New Recordation No. 21094-B

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, 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 April 29, 1998.

The parties to the enclosed Supplement are:

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

Saskatchewan Minerals, - LESSEE  
a division of Goldcorp Inc.  
TransCanada Highway 1  
P.O. Box 120  
Chaplin, SK S0H 0V0  
Canada

The said Supplement, among other things, acts to add the equipment listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21094, and the Supplement should be filed under the next available letter under Recordation No. 21094, which letter we believe to be "-B."

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely thirty-five (35) lined covered hopper cars.

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

"Covers 35 lined covered hopper cars FLOX983251-983285."

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

"See Recordation No. 21092-E."

APR 29 1 31 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Counterparts - C. H. Harrison*

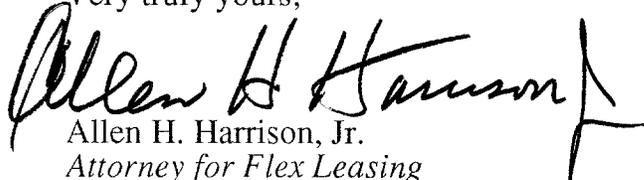
Please index separately in the Lessee side (white pages) of the Surface Transportation Board Index, the name Goldcorp Inc. saying:

“See Recordation No. 21094-B.”

Enclosed is a check in the amount of seventy-eight dollars (\$78.00) in payment of the filing fee (\$26.00) and the two cross indexing fees (\$52.00).

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/fee receipt 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  
Corporation, for the purpose  
of this filing.*

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

Enclosures

BY HAND

8357-020

ANNEX A

**Description of Equipment**

Thirty Five (35) 3250 Lined Covered Hopper Cars all of which have the following car initials and numbers (all numbers are inclusive):

FLOX983251 - FLOX983285

MEMORANDUM OF SUPPLEMENT APR 29 '98 1-31 PM

**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21094, on December 19, 1997 and (b) the Registrar General of Canada (the "RGC") on the 22nd day of December, A.D. 1997 at 3:40 p.m.; and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21094-A, on April 9, 1998 and (b) the RGC on the 9th day of April, A.D. 1998 at 3:10 p.m., relating to the lease described below:

That certain lease (the "Lease") dated as of June 1, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **SASKATCHEWAN MINERALS, a Division of GOLDCORP INC.**, an Ontario corporation ("Lessee"), having its chief executive office at TransCanada Highway 1, P.O. Box 120, Chaplin, SK S0H, 0V0.

Lessor and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

On July 7, 1997, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank]

IN WITNESS THEREOF, this Memorandum of Supplement has been duly executed on this the 29<sup>th</sup> day of APRIL, 1998.

**FLEX LEASING CORPORATION**

By: Ross Sullivan

Name: Ross Sullivan

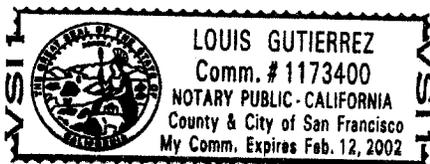
Title: Treasurer

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this the 27<sup>th</sup> day of April, 1998, personally came before me Ross Sullivan, who, being by me duly sworn, says he is Treasurer of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 27<sup>th</sup> day of April, 1998.

SEAL



Louis Gutierrez  
Notary Public  
My commission expires: 2/12/2002

ANNEX A

**Description of Equipment**

Thirty Five (35) 3250 Lined Covered Hopper Cars all of which have the following car initials and numbers (all numbers are inclusive):

FLOX983251 - FLOX983285