



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21094-C FILED

DEC 22 '98 2-46 PM

December 22, 1998

Recordation No. 21094-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 Assignment of Lease ("Partial Assignment").

The parties to the enclosed Partial Assignment are:

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

Flex Leasing I, LLC - ASSIGNEE/SUCCESSOR  
Suite 300 LESSOR ONLY AS TO  
234 Front Street DESIGNATED UNITS  
San Francisco, CA 94111

The said Partial Assignment, among other things, acts to assign from the Assignor to the Assignee the Assignor's right, title and interest in the said lease only as to the units of equipment covered in the Partial Assignment.

The equipment covered by the Partial Assignment is only the equipment covered therein.

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

"Assigns only FLOX 3235-3241."

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

"See Recordation No. 21888."

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

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts - a.k.a. Williams*

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,

A handwritten signature in black ink, reading "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, D.C. 20423  
Enclosures

BY HAND

8207-020

## MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

DEC 22 '98

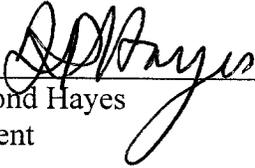
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**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21094, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada (the "RGC") on the 22<sup>nd</sup> day of December, A.D. 1997 at 3:40 p.m. and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21904-A, on April 9, 1998 at 2:16 p.m. and (b) the RGC on the 9<sup>th</sup> day of April, A.D. 1998 at 3:10 p.m. and (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21094-B, on April 29, 1998 at 1:31 p.m. and (b) the RGC on \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of June 1, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **SASKATCHEWAN MINERALS, a Division of GOLDCORP INC.**, an Ontario corporation ("Lessee"), having its chief executive office TransCanada Highway 1, P.O. Box 120, Chaplin, SK S0H 0V0, Schedule No.1 ("Schedule 1") dated as of June 1, 1997 by and between Flex and Lessee, and Schedule No.2 ("Schedule 2") dated as of July 7, 1997 by and between Flex and Lessee.

On December 22, 1998, Flex assigned all of its right, title and interest in, to and arising under the Lease (with respect to only Schedule 1 and all equipment leased thereunder), Schedule 1 and all equipment leased thereunder to **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, pursuant to the Sale, Assignment and Assumption Agreement (the "Assignment") by and between Flex and Lessor, which Lease and Assignment cover the railcars listed on Annex A attached hereto.

**FLEX LEASING I, LLC**

  
\_\_\_\_\_  
Desmond Hayes  
President

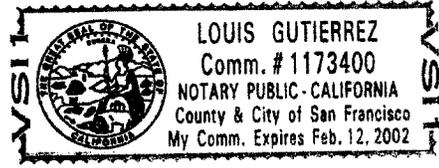
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STATE OF CA )  
COUNTY OF SF ) ss:

On this 18 day of December, 1998, 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 corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 18 day of December, 1998.

SEAL



John Gut  
Notary Public  
My Commission Expires: 2/12/2002

## ANNEX A

### Description of Equipment

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

FLOX 3235 through 3241 inclusive

[Saskatchewan]