



DONELAN CLEARY  
WOOD & MASER, P.C.

April 12, 1999

RECORDATION NO. 21094-D FILED

Recordation No. 21094-D

APR 12 '99

3-00PM

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") dated as of April 12 1999.

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 86 covered hopper cars, FLOX 983200-983285, as listed in Annex A."

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

"See Recordation No. 21888-D."

ATTORNEYS AND COUNSELORS AT LAW

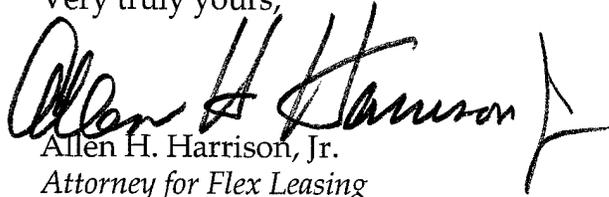
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts A, H, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z*

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).

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, appearing to read "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

APR 12 '99

3-00PM

**MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE**

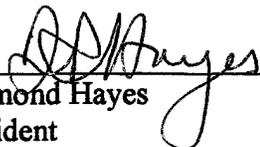
**FLEX LEASING CORPORATION** and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21094, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada (the "RGC") on the 22<sup>nd</sup> day of December, A.D. 1997 at 3:40 p.m. and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21094-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 the 30<sup>th</sup> day of April, A.D. 1998 at 11:15 a.m. and (iv) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21094-C on December 22, 1998 at 2:46 p.m. and (b) the RGC on the 23<sup>rd</sup> day of December, 1998 at 11:05 a.m., 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 April 12, 1999, Flex assigned all of its right, title and interest in, to and arising under the Lease (with respect to only Schedule 2 and all equipment leased thereunder), Schedule 2 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.

Dated as of April 12, 1999

**FLEX LEASING I, LLC**

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

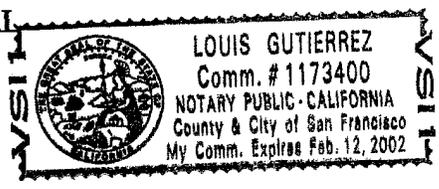
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STATE OF CA )  
COUNTY OF SF ) ss:

On this 1<sup>st</sup> day of April, 1999, 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 company by its authority duly given. The said President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 1<sup>st</sup> day of April, 1999.

SEAL



Desmond P. Hayes  
Notary Public  
My Commission Expires: 2/12/2002

**ANNEX A**

**Description of Equipment**

Eighty-six (86) New 3,250 cfc, two pocket, 110  
ton covered hopper cars, 286,000 grl, numbered:

FLOX 983200 through 983285 inclusive

**[Saskatchewan]**