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November 19, 2001

RECORDATION NO. 21708-H FILED

NOV 19 '01 9-27 AM

Recordation No. 21708-H

TS  
SURFACE TRANSPORTATION BOARD

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 Lease ("Partial Termination") dated as of November 19, 2001.

The party to the enclosed Partial Termination is:

Flex leasing I, LLC  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- TERMINATOR

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto (copy attached) from the lease between Flex Leasing I, LLC, as Lessor and Louisiana-Pacific Canada, Ltd., as successor-in-interest to Le Groupe Forex, Inc., as Lessee, recorded under Recordation No. 21708 as supplemented, the units being terminated from the lease having been recorded under Recordation No. 21708-F, and the Partial Termination should be recorded under the next available letter under Recordation No. 21708, which letter we believe to be "-H".

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely 24 boxcars, LW numbers as listed.

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

"Termination from lease 24 boxcars LW numbers as listed in Annex A."

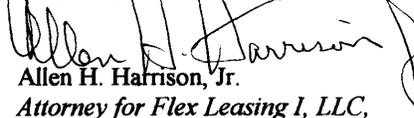
Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 21888-K”.

Enclosed is a check in the amount of fifty-six dollars (\$56.00) in payment of the filing fee (\$28.00) and the cross indexing fee (\$28.00).

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 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, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Twenty-four (24) 60'9" Plate E boxcars with double 8' plug doors and end of car cushioning, numbered:

LW 50105  
LW 50109  
LW 50111  
LW 50162  
LW 50166  
LW 50176  
LW 50182  
LW 50184  
LW 50185  
LW 50187 through 50189 inclusive  
LW 50191 through 50193 inclusive  
LW 50195  
LW 50199  
LW 50200  
LW 50204  
LW 50206  
LW 50208  
LW 50212  
LW 50214  
LW 50215

[Louisiana-Pacific/Forex]

21708-H

**MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

**FLEX LEASING CORPORATION, FLEX LEASING I, LLC and FLEX LEASING II, LLC** collectively (i) recorded that certain Memorandum of Lease with the Surface Transportation Board (the "STB"), Recordation No. 21708 on October 9, 1998, at 3:21 p.m., and deposited that certain Memorandum of Lease with the Registrar General of Canada (the "RGC") on the 13th day of October, A.D. 1998, at 11:47 a.m.; (ii) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-A on December 22, 1998, at 2:46 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 23rd day of December, A.D. 1998, at 11:05 a.m.; (iii) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-B on June 30, 1999, at 2:30 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 2<sup>nd</sup> day of July, A.D. 1999, at 1:53 p.m.; (iv) recorded that certain Memorandum of Partial Assignment with the STB, Recordation No. 21708-C on September 29, 1999, at 2:10 p.m., and deposited that certain Memorandum of Partial Assignment with the RGC on the 30<sup>th</sup> day of September, A.D. 1999, at 11:29 a.m.; (v) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-D on September 29, 1999, at 2:10 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 30<sup>th</sup> day of September, A.D. 1999, at 11:34 a.m.; (vi) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-E on December 27, 1999, at 3:49 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 29th day of December, A.D. 1999, at 2:01 p.m.; (vii) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-F on February 11, 2000, at 2:58 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 15th day of February, A.D. 2000, at 9:31 a.m.; and (viii) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21708-G on October 19, 2001, at 1:47 p.m., and deposited that certain Memorandum of Supplement with the RGC on the \_\_\_\_\_ day of October, A.D. 2001, at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease"), dated as of October 8, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **LOUISIANA-PACIFIC CANADA, LTD.**, as successor-in-interest to **LE GROUPE FOREX, INC.**, a Quebec corporation ("Lessee"), having its chief executive office at One Place Ville Maria, Suite 3415, Montreal, Quebec H3B 3N6.

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.

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NY01/STADD/662228.2

RECORDATION NO. **21708-H** FILED

NOV 19 '01 9-27 AM

SURFACE TRANSPORTATION BOARD

Dated as of November 19, 2001

**FLEX LEASING I, LLC**

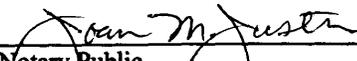
  
\_\_\_\_\_  
Desmond P. Hayes  
President

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 14<sup>th</sup> day of November, 2001, 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. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 14th day of November, 2001.

SEAL

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: June 28th 2005



**ANNEX A**

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[Louisiana-Pacific/Forex]