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RECORDATION NO. 21094-H FILED

NOV 01 '05 3-05 PM

SURFACE TRANSPORTATION BOARD

October 31 2005

Recordation No. 21094-H

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 October 26, 2005.

The parties to the enclosed Partial Termination are:

Flex Leasing I, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR/TERMINATOR
Saskatchewan Minerals, a Division of Goldcorp Inc. TransCanada Highway 1 P.O. Box 120 Chaplin, SK SOH OV Canada	-	LESSEE

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto, namely 24 covered hopper cars, FLOX numbers, from the Memorandum of Lease recorded under Recordation No. 21094, as supplemented. The Partial Termination should be recorded under the next available letter under Recordation No. 21094, which letter we believe to be "– H."

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, copy attached, namely 24 FLOX numbered covered hopper cars.

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

"Termination from Lease 24 covered hopper cars, see Annex A."

Enclosed is a check in the amount of thirty-three dollars ($33.00) 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,

Allen H. Harrison

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

Twenty-four (24) 3,256 c.f., Covered Hopper Cars
with gravity gates and round hatches, numbered:

FLOX 983205
FLOX 983207
FLOX 983210
FLOX 983213
FLOX 983214
FLOX 983216 through FLOX 983217 inclusive
FLOX 983223
FLOX 983227
FLOX 983232
FLOX 983234 through FLOX 983235 inclusive
FLOX 983237 through 983238 inclusive
FLOX 983240 through FLOX 983247 inclusive
FLOX 983250
FLOX 983255

[Saskatchewan Minerals]

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION 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 22nd day of December, A.D. 1997 at 3:40 p.m., (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 9th day of April, A.D. 1998 at 3:10 p.m., (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 30th day of April, A.D. 1998 at 11:15 a.m., (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 23rd day of December, A.D. 1998 at 11:05 a.m., (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21094-D on April 12, 1999 at 3:00 p.m. and (b) the RGC on the 13th day of April, A.D. 1999 at 3:20 p.m., (vi) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-E on September 20, 2002 at 3:32 p.m. and (b) the RGC on the 25th day of September, A.D. 2002 at 10:15 a.m., (vii) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-F on May 4, 2004 at 11:29 a.m. and (b) the RGC on the 5th day of May, A.D. 2004 at 1:33 p.m., and (viii) that certain Partial Termination of Lease with (a) the STB, Recordation No. 21094-G, on October 14, 2004 at 11:26 a.m. and (b) the RGC on the ___ day of October, A.D. 2004 at ____, relating to the lease described below:

> That certain lease (the "Lease"), dated as of June 1, 1997, between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, and **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 SOH 0V.

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 October 26, 2005

FLEX LEASING I, LLC

By: Janice M Wickham
Name: Janice M. Wickham
Title: Vice President

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

On this 26th day of October, 2005, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her 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 26th day of October, 2005.

SEAL

Notary Public
My Commission Expires:

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 2011

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[Saskatchewan Minerals]