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RECORDATION NO. 25150-A FILED
NOV 01 '05 3:32 PM
SURFACE TRANSPORTATION BOARD

October 31 2005

Recordation No. 25150-A

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 - LESSOR/TERMINATOR
Suite 730
221 Main Street
San Francisco, CA 94105

GWI Leasing Corp. - LESSEE
Suite 200
1200-C Scottsville Road
Rochester, NY 14624

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto, namely 50 boxcars, LW numbers, from the Memorandum of Lease recorded under Recordation No. 25150. The Partial Termination should be recorded under the next available letter under Recordation No. 25150, which letter we believe to be "- A."

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely 50 LW numbered boxcars.

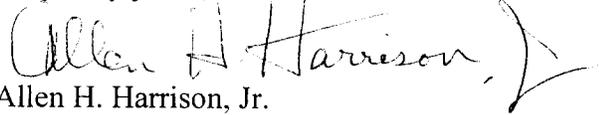
A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from Lease 50 LW boxcars, 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,

A handwritten signature in cursive script that reads "Allen H. Harrison, Jr." followed by a stylized flourish.

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

Fifty (50) Fifty-foot (50') Plate F boxcars
with Ten-foot (10') plug doors, numbered:

LW 9001 through 9002 inclusive
LW 9009
LW 9015
LW 9022 through LW 9023 inclusive
LW 9026
LW 9029
LW 9033 through LW 9034 inclusive
LW 9036
LW 9040 through LW 9042 inclusive
LW 9047 through LW 9048 inclusive
LW 9050 through LW 9052 inclusive
LW 9054
LW 9057 through LW 9058
LW 9068
LW 9070
LW 9072
LW 9079
LW 9081 through LW 9082 inclusive
LW 9086 through LW 9088 inclusive
LW 9094
LW 9107 through LW 9108
LW 9112
LW 9114
LW 9117
LW 9122 through LW 9123 inclusive
LW 9129 through LW 9130 inclusive
LW 9136
LW 9145 through LW 9147 inclusive
LW 9155
LW 9161
LW 9163
LW 9166
LW 9170

[GWI Leasing Corp.]

NOV 01 '05

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MEMORANDUM OF PARTIAL TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

FLEX LEASING I, LLC filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 25150, on August 17, 2004 at 3:06 p.m. and (b) the Registrar General of Canada (the "RGC") on the 18th day of August, A.D. 2004 at 1:09 p.m., relating to the lease described below:

That certain lease agreement (the "Lease"), dated as of July 10, 2002, 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 **GWI Leasing Corp.** ("Lessee"), having its chief executive office at 1200-C Scottsville Road, Suite 200, Rochester, New York 14624.

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 26 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 26 day of October, 2005.

SEAL

Richard D'Annunzio
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, 20 07

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 - LW 9163
 - LW 9166
 - LW 9170

[GWI Leasing Corp.]