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RECORDATION NO. 21094-J FILED

MAR 09 '07 -10 34 AM

SURFACE TRANSPORTATION BOARD

March 9, 2007

Recordation No. 21094-J

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 Restated Memorandum of Lease ("Restatement") executed as of March 5, 2007.

The parties to the enclosed Restatement are:

Flex Leasing I, LLC - LESSOR  
Suite 730  
221 Main Street  
San Francisco, CA 94105

Saskatchewan Minerals, - LESSEE  
a division of Goldcorp Inc.  
TransCanada Highway 1  
P.O. Box 120  
Chaplin, SK S0H 0V  
Canada

The said Restatement, among other things, acts to RESTATE IN ITS ENTIRETY in Annex A thereto the railcars covered by the lease, a memorandum thereof recorded under Recordation No. 21094, as supplemented, ("Lease"), and the Restatement, should be recorded under the next available letter under Recordation No. 21094, which letter we believe to be "-J".

The equipment covered by the instant Restatement is as identified in Annex A thereto, (copy attached), namely twenty-nine covered hoppers under FLOX numbers.

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

“Restatement in its entirety railcars covered under the Lease, namely 29 covered hopper cars, FLOX numbers, see Annex A.”

Enclosed is a check in the amount of thirty four dollars (\$34.00) 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, 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-nine (29) 3250 Lined covered Hopper railcars, numbered:

FLOX 983200

FLOX 983209

FLOX 983226

FLOX 983239

FLOX 983248

FLOX 983256 through 983272 inclusive

FLOX 983274 through 983278 inclusive

FLOX 983280 through 983281 inclusive

[Saskatchewan Minerals]

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## RESTATED MEMORANDUM OF LEASE

**FLEX LEASING CORPORATION** and **FLEX LEASING I, LLC** collectively filed **SURFACE TRANSPORTATION BOARD**

(i) that certain Memorandum of Lease (the "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., (viii) that certain Memorandum of 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 22nd day of October, A.D. 2004 at 2:30 p.m., (ix) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-H, on November 1, 2005 at 3:05 p.m. and (b) the RGC on the 27th day of February, A.D. 2006 at 2:20 p.m., and (x) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-I, on August 4, 2006 at 12:39 p.m. and (b) the RGC on the 7th day of September, A.D. 2006 at 1:30 p.m., relating to the lease described below:

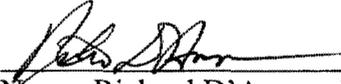
That certain lease (the "Lease"), dated as of June 1, 1997, between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, 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 parties to the Lease desire to revise the Memorandum of Lease to restate in its entirety the list of railcars covered under the Lease, which railcars are listed on Annex A attached hereto. Except as restated by this Restated Memorandum of Lease, the Memorandum of Lease shall remain in full force and effect.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, this Restated Memorandum of Lease has been duly executed as of this 5<sup>th</sup> day of March, 2007.

**FLEX LEASING I, LLC**

  
Name: Richard D'Annunzio  
Title: Vice President

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

On this 5<sup>th</sup> day of March, 2007, personally came before me, Richard D'Annunzio, who, being by me duly sworn, says he is a Vice 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 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 5<sup>th</sup> day of March, 2007.

SEAL

  
Notary Public  
My Commission Expires: \_\_\_\_\_

**EDWINA SELLAN**  
**Notary Public, State of New York**  
**No. 01SE5050605**  
**Qualified in New York County**  
**Certificate Filed in New York County**  
**Commission Expires October 16, 2009**

**ANNEX A**

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