HELM-PACIFIC LEASING
505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax)

RECORDATION NO. 22414-A FILED
JULY 25 , 2014 01:16 PM
SURFACE TRANSPORTATION BOARD

STB E-File

July 25, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: **MEMORANDUM OF TERMINATION OF NET LEASE AGREEMENT** (**"Termination of Lease"**) dated as of March 4, 2014 by **HELM-PACIFIC LEASING**, a Nebraska general partnership (**"Lessor"**).

Dear Section Chief:

On behalf of Helm-Pacific Leasing, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Termination of Lease.

In connection with the recording of this Termination of Lease, please note the following information:

Name and Address for Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Lessee: Keywell L.L.C.
11900 South Cottage Grove Avenue
Chicago, IL 60628

Equipment: 50 Woodchip gondola railcars: KEYX 8000-8049

Please record this Termination of Lease as a secondary recordation to the Memorandum of Net Lease Agreement dated July 14, 1998 on file at the STB under Recordation No. 22414 filed on September 23, 1999 at 9:00 A.M. Please apply the STB's filing fee to Lessor's account.

Summary: Memorandum of Termination of Net Lease Agreement

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF NET LEASE AGREEMENT

THIS MEMORANDUM OF TERMINATION OF NET LEASE AGREEMENT (**"Termination"**) by **HELM-PACIFIC LEASING**, a Nebraska general partnership (**"Lessor"**) is dated as of March 4, 2014.

1. **Recitals.** Lessor entered into the Net Lease Agreement dated as of July 14, 1998 (**"Lease"**) with Keywell L.L.C., an Illinois corporation, with respect to the fifty (50) woodchip gondola railcars within reporting mark and number series KEYX 8000-8049 (the **"Units"**). With respect to the Lease, a Memorandum of Net Lease Agreement is on file at the Surface Transportation Board of the Department of Transportation (**"STB"**) under STB Recordation No. 22414 filed on September 23, 1999 at 9:00 a.m., and an Amended Memorandum of Net Lease Agreement is on file at the STB under STB Recordation No. 23452 filed on April 3, 2001 at 1:33 p.m.

   The Units covered under the Lease were terminated from the Lease on March 4, 2014. The purpose of this Termination is to provide a formal termination of the Lease for filing with the STB.

2. **Termination of Lease.** Lessor hereby declares for the public record that the Lease is formally fully terminated with respect to the Units.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Net Lease Agreement to be signed in its corporate name as of the date first above written.

HELM-PACIFIC LEASING

By: Helm Pacific Corporation, a General Partner

By: _____
Name: Barbara W. Wilson
Title: President

By: Union Pacific Venture Leasing, Incorporated, a General Partner

By: _____
Name: Gary Grosz
Title: President

State of California
County of San Francisco

On July 23, 2014 before me, C. Mostaghim personally appeared Barbara W. Wilson, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature C Mostaghim

C. MOSTAGHIM
COMM. #1961692
NOTARY PUBLIC • CALIFORNIA
SAN FRANCISCO COUNTY
Comm. Exp. NOV. 25, 2015

STATE OF NEBRASKA)
) **S.S.**
COUNTY OF DOUGLAS)

On July 23, 2014 before me, Pam Neuman, personally appeared Gary Grosz, President of Union Pacific Venture Leasing, Incorporated, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Pam Neuman

GENERAL NOTARY - State of Nebraska
PAM NEUMAN
My Comm. Exp. Dec. 15, 2014

(Seal)