

JUN 10 '09

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HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

SURFACE TRANSPORTATION BOARD

FAX 415/398-4616

June 10, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

Dear Acting Secretary Quinlan:

On behalf of Helm-Pacific Leasing, I submit have enclosed for e-filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder one (1) fully executed original of a Memorandum of Full Maintenance Lease Agreement dated as of April 27, 2009 ("Memorandum"), which is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 8, 2009 between the following parties:

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

Lessee: Graymont Western US Inc.
3950 South 700 East, Suite 301
Salt Lake City, UT 84107

Equipment: 92 Covered Hopper Railcars; HPJX 19127-19335 (Not Inclusive)

Please record this Memorandum as a primary document and return a stamped copy by e-mail me at sharon_van_fossan@hlmx.com. The filing fee of \$41.00 is to be applied to our account.

Summary: Memorandum of Full Maintenance Lease Agreement dated as of April 27, 2009 to evidence that certain Full Maintenance Lease Agreement dated as of January 8, 2009 between Helm Financial Corporation as the lessor and Graymont Western US Inc. as the lessee for 92 covered hopper railcars, HPJX 19127-19335 (Not Inclusive), to be filed as a primary document.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosure

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of April 27, 2009 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 8, 2009 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and GRAYMONT WESTERN US INC., a Utah corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A attached hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

GRAYMONT WESTERN US INC.

By: Helm Pacific Corporation, a
General Partner

By: Courtney A. Williams
Name: Courtney A. Williams
Title: President and COO

By: Gerald Van Campen
Name: Gerald Van Campen
Title: Vice President Sales

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

By: Ed Weber
Name: Ed Weber
Title: President

SCHEDULE A

To the Memorandum of Full Maintenance Lease Agreement dated as of April 27, 2009

THE UNITS

Description of Units: Ninety-two (92), 4,650 cubic foot covered hopper railcars.

	Mark	Number		Mark	Number
1	HPJX	19127	47	HPJX	19271
2	HPJX	19129	48	HPJX	19272
3	HPJX	19131	49	HPJX	19274
4	HPJX	19132	50	HPJX	19275
5	HPJX	19133	51	HPJX	19276
6	HPJX	19134	52	HPJX	19277
7	HPJX	19135	53	HPJX	19278
8	HPJX	19136	54	HPJX	19279
9	HPJX	19137	55	HPJX	19283
10	HPJX	19139	56	HPJX	19284
11	HPJX	19140	57	HPJX	19287
12	HPJX	19141	58	HPJX	19289
13	HPJX	19149	59	HPJX	19290
14	HPJX	19150	60	HPJX	19292
15	HPJX	19152	61	HPJX	19293
16	HPJX	19153	62	HPJX	19295
17	HPJX	19155	63	HPJX	19296
18	HPJX	19157	64	HPJX	19301
19	HPJX	19159	65	HPJX	19302
20	HPJX	19162	66	HPJX	19304
21	HPJX	19163	67	HPJX	19305
22	HPJX	19164	68	HPJX	19307
23	HPJX	19165	69	HPJX	19308
24	HPJX	19167	70	HPJX	19309
25	HPJX	19172	71	HPJX	19311
26	HPJX	19173	72	HPJX	19312
27	HPJX	19176	73	HPJX	19313
28	HPJX	19179	74	HPJX	19314
29	HPJX	19184	75	HPJX	19315
30	HPJX	19185	76	HPJX	19316
31	HPJX	19189	77	HPJX	19317
32	HPJX	19190	78	HPJX	19318
33	HPJX	19191	79	HPJX	19319
34	HPJX	19212	80	HPJX	19320
35	HPJX	19246	81	HPJX	19321
36	HPJX	19249	82	HPJX	19322
37	HPJX	19254	83	HPJX	19323
38	HPJX	19256	84	HPJX	19325
39	HPJX	19257	85	HPJX	19326
40	HPJX	19259	86	HPJX	19328
41	HPJX	19261	87	HPJX	19329
42	HPJX	19262	88	HPJX	19330
43	HPJX	19263	89	HPJX	19331
44	HPJX	19267	90	HPJX	19333
45	HPJX	19268	91	HPJX	19334
46	HPJX	19270	92	HPJX	19335

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On April 27th 2009 before me, Krista M. Hooks, personally appeared Gerald Van Campen, Vice President Sales, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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 Krista M. Hooks (Seal)



STATE OF NEBRASKA)
) SS
COUNTY OF DOUGLAS)

On May 7, 2009 before me, Carla L. Miller, personally appeared Ed Weber, Resident of Union Pacific Venture Leasing, Incorporated, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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 Carla L. Miller (Seal)



