

JUN 29 '10 -2 31 PM

SURFACE TRANSPORTATION BOARD

**HELM-PACIFIC LEASING**

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

415/398-4510

FAX 415/398-4810

June 29, 2010

Chief  
Section of Administration Office of Proceedings  
Surface Transportation Board  
395 E Street S.W.  
Washington, D.C. 20423-0001

RE: Full Termination of Lease dated as of June 8, 2010 by **Helm-Pacific Leasing**, as assignee of Mitsui Rail Capital, LLC (successor lessor to The David J. Joseph Company) ("Full Termination of Lease")

Dear Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Full Termination of Lease, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a full release and relates to the documents previously filed with the Board under Recordation Numbers 22010-E, 22010-F and 22010-G.

The names and addresses of the parties to the attached document are:

<u>Lessor</u>	Helm-Pacific Leasing 505 Sansome Street, Suite 1800 San Francisco, CA 94111
<u>Lessee</u>	Consumers Energy Company One Energy Plaza Jackson, MI 49201-2276

A description of the railroad equipment covered by the enclosed document is:

297 BethGon™ Coalporter Railcars: PSTX 7001-7308 (Not Inclusive)

A short summary of the document to appear in the index is:

Full Termination of Railroad Equipment Lease

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Attachment

JUN 29 '10 -2 31 P.M.

## FULL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

**THIS FULL TERMINATION OF LEASE ("Termination")** is dated as of June 8, 2010 by HELM-PACIFIC LEASING, a Nebraska general partnership, as assignee of Mitsui Rail Capital, L.L.C. (successor lessor to The David J. Joseph Company) ("Lessor")

## RECITALS:

**WHEREAS**, Lessor and Consumers Energy Company ("Lessee") (through their respective predecessors in interest) were parties to that certain Railroad Equipment Lease dated as of June 11, 2004 ("Lease"), whereby Lessor agreed to lease to Lessee and Lessee agreed to lease from Lessor the two hundred ninety-seven (297) BethGon™ coalporter railcars as described in Schedule A attached hereto;

**WHEREAS**, the Lease (or memorandum thereof) was recorded with the Surface Transportation Board on July 6, 2004 at 3:37 PM and assigned Recordation No. 22010-F;

**WHEREAS**, the Memorandum of Assignment and Assumption Agreement dated as of June 30, 2004 between The David J. Joseph Company, as assignor, and Mitsui Rail Capital, as assignee, was filed with the Surface Transportation Board on July 6, 2004 at 3:29 PM and assigned Recordation No. 22010-E;

**WHEREAS**, the Memorandum of Assignment of Lease dated as of October 2, 2008 between Mitsui Rail Capital, L.L.C. as transferor, and Helm-Pacific Leasing, as transferee, was filed with the Surface Transportation Board on October 17, 2008 at 12:50 PM under Recordation No. 22010-G;

**WHEREAS**, the Lease between Lessor and Lessee has been terminated;

**WHEREAS**, Lessor desires to execute this Termination to evidence for the public record the termination of the Lease.

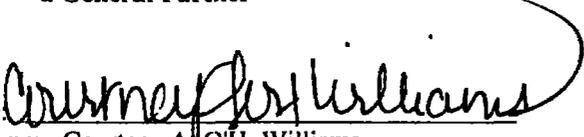
**NOW THEREFORE**, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Full Termination of Lease.** Lessor hereby declares for the public record that the Lease filed under STB Recordation No. 22010-E, 22010-F and 22010-G is hereby formally terminated.

**IN WITNESS WHEREOF**, Lessor, pursuant to due corporate authority, has caused this Full Termination of Lease 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: Courtney A. O'H. Williams  
Title: President and COO

By: Union Pacific Venture Leasing Incorporated,  
a General Partner

By:   
Name: Ed Weber  
Title: President

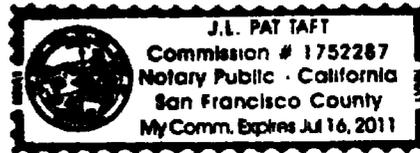
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 10<sup>th</sup>, 2010 before me, J. L. Pat Taft, Executive Assistant, personally appeared Courtney A. H. Williams, President and COO of Helm Pacific Corporation, 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 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.

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 J. L. Pat Taft (Seal)



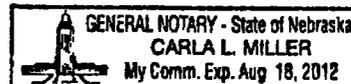
STATE OF NEBRASKA )  
 ) S.S.  
COUNTY OF DOUGLAS )

On June 18, 2010 before me, Carla Miller, personally appeared Ed Weber, President of Union Pacific Venture Leasing, Incorporated, 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 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.

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

WITNESS my hand and official seal.

Signature Carla L. Miller (Seal)



**SCHEDULE A**

**To the Full Termination of Lease dated as of June 8, 2010 by Helm-Pacific Leasing**

**Description of Units:** Two hundred ninety-seven (297) BethGon™ coalporter railcars.

**Marks and Numbers.**

PSTX 7001-7028  
PSTX 7030-7036  
PSTX 7038-7061  
PSTX 7063-7083  
PSTX 7085-7170  
PSTX 7172-7175  
PSTX 7177-7211  
PSTX 7213-7247  
PSTX 7249-7288  
PSTX 7290-7291  
PSTX 7294-7308