

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

STB E-File

July 2, 2012

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

RE: FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") dated as of July 3, 2012 by **HELM FINANCIAL CORPORATION ("Helm")**, a California corporation ("Lessor").

Dear Section Chief:

On behalf of Helm, 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 original copy of the above referenced Full Termination of Lease.

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

Name and Address for Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Lessee: Grainbelt Corporation
1601 West Gary Boulevard
Clinton, OK 73601-1750

Equipment: Two (2), GP38 locomotives: HLCX 3636 and HLCX 3637.

Please record this Termination as a **secondary recordation** to the Memorandum of Lease on file at the STB under **Recordation No. 27964 filed June 9, 2009 at 1:15 P.M.** Please apply the STB's filing fee to Helm's account.

Summary: FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT dated July 3, 2012 by HELM FINANCIAL CORPORATION for two (2) GP38 locomotives HLCX 3636 and HLCX 3637.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Full Termination of Lease") is dated as of July 3, 2012 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

RECITALS:

WHEREAS, Lessor and GRAINBELT CORPORATION ("GNB") are parties to that certain Locomotive Lease Agreement dated as of May 18, 2009 ("Lease"), whereby Lessor agreed to lease to GNB and GNB agreed to lease from Lessor the two (2) GP38 Locomotives bearing the reporting mark and numbers as HLCX 3636 and HLCX 3637 ("Units");

WHEREAS, the Lease (or memorandum thereof) was recorded with the Surface Transportation Board on June 9, 2009 at 1:15 PM and assigned Recordation No. 27964;

WHEREAS, the Lease between Lessor and GNB has been terminated with respect to the Units;

WHEREAS, Lessor desires to execute this Full Termination of Lease 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 Nos. 27964 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.

LESSOR

HELM FINANCIAL CORPORATION

By: Courtney A. O'H. Williams
Name: Courtney A. O'H. Williams
Title: President and CEO

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

On July 3, 2012, before me, C. Mostaghim, personally appeared Courtney A. O'H. Williams, 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 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.

WITNESS my hand and official seal.

Signature C. Mostaghim



(Seal)