

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 1, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 15622-G FILED

AUG 4 '97 12-06 PM

RE: Termination of Lease of Railroad Equipment dated as of July 7, 1997 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

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

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Burlington Northern Railroad Company  
1600 Continental Plaza  
777 Main Street  
Fort Worth, TX 76102

Equipment: Twelve (12) locomotives as more fully described in attached Schedule A to the Lease Termination.

Previous STB Filing: Memorandum of Locomotive Lease Agreement filed on May 9, 1988 at 9:40 a.m. under Recordation No. 15622.

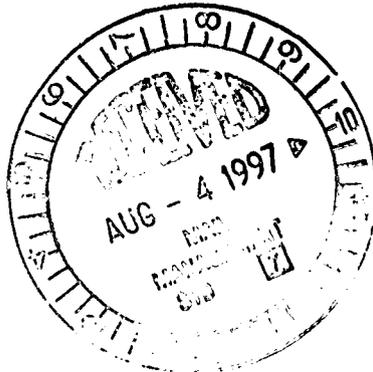
Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P/Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)



OFFICE OF THE SECRETARY

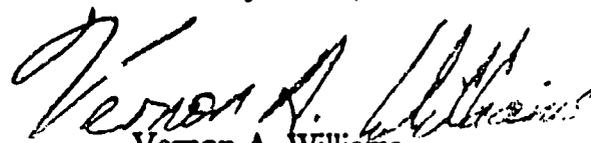
Derrick Hopin  
Document Administrator  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

DATE: 8/4/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 7/4/97 at 12:00PM, and assigned recordation number(s) 15531-A, 15543-A, 15622-G, 15663-C, 15712-A, 16526-A, 16668-E, 16738-B, 17011-A, 17466-B, 17564-B, 17605-A, 17606-B, 17904-A, 18287-A, 18391-A, 18472-B, 18474-A, 19328-A, 19472-A and 19528-A

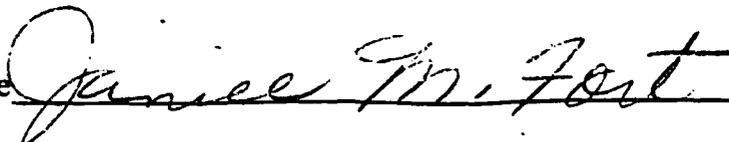
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 504.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 4 '97 12-06 PM

TERMINATION OF LEASE

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of July 7, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor, as assignee of Helm Equipment Leasing Corporation, entered into the Locomotive Lease Agreement dated as of June 25, 1987, as amended ("Lease"), with Burlington Northern Railroad Company, a Delaware corporation, with respect to the twelve (12) locomotives described in Schedule A attached hereto. The Lease and Renewal Riders thereto as set forth on Exhibit A (collectively, the "Lease Documents") are on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation No. 15622 A-F.

The Lease Documents were terminated on September 15, 1990. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date indicated below its signature.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

*JD*

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

On July 24, 1997, before me, Patrick M. Hapin-Notary Public  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of HELM FINANCIAL CORPORATION,

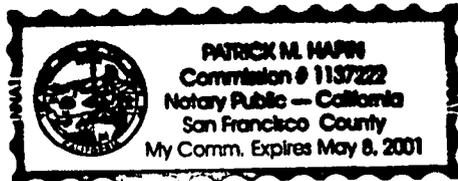
personally known to me -OR-

— 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.

Witness my hand and official seal.

Patrick M. Hapin

SIGNATURE OF THE NOTARY



ph

SCHEDULE A

Description of the Units:

Twelve (12) diesel electric locomotives: Nine (9), 2,000 horsepower, GP38-2 locomotives; One (1), 2,300 horsepower, GP39-2 locomotive; Two (2), 1,750 horsepower, SD-9 locomotives.

Unit Numbers:

MP 2018-2019, 2021-2022, 2025, 2037, 2039, 2045, 2052;

CBR 403;

ASAB 504-505.

ph

EXHIBIT A

LEASE DOCUMENTS

- A. Locomotive Lease Agreement dated as of June 25, 1987 between Helm Equipment Leasing Corporation, as Lessor, and Burlington Northern Railroad Company, as Lessee.  
STB Recordation No. 15622 filed on May 9, 1988 at 9:40 a.m.
- B. Renewal Rider dated as of January 12, 1988 between Helm Equipment Leasing Corporation, as Lessor, and Burlington Northern Railroad Company, as Lessee.  
STB Recordation No. 15622-A filed on May 9, 1988 at 9:40 a.m.
- C. Addition Equipment Renewal Rider dated as of April 22, 1988 between Burlington Northern Railroad Company, as Lessee, and Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, as Lessor.  
STB Recordation No. 15622-B filed on June 21, 1988 at 9:50 a.m.
- D. Renewal Rider dated as of December 21, 1988 between Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, as Lessor, and Burlington Northern Railroad Company, as Lessee.  
STB Recordation No. 15622-C filed on January 4, 1989.
- E. Renewal Rider dated as of December 21, 1988 between Burlington Northern Railroad Company, as Lessee, and Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, as Lessor.  
STB Recordation No. 15622-D filed on January 4, 1989.
- F. Renewal Rider dated as of January 15, 1990 between Burlington Northern Railroad Company, as Lessee, and Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, as Lessor.  
STB Recordation No. 15622-E filed on January 15, 1990.
- G. Renewal Rider dated as of April 12, 1990 between Burlington Northern Railroad Company, as Lessee, and Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, as Lessor.  
STB Recordation No. 15622-F filed on June 14, 1990.