

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

RECORDATION No. 14033-7

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

RE: Termination of Lease of Railroad Equipment dated as of January 22, 1997  
("Termination of Lease") by Helm Financial Corporation.

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 Termination of Lease by Helm Financial Corporation.

In connection with the recording of the Termination of Lease, 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: Union Pacific Railroad Company  
1416 Dodge Street, Room 200  
Omaha, NE 68179

Equipment: Eighteen (18) diesel electric locomotives (See attached Schedule A to the Termination of Lease for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Locomotive Lease Agreement filed on June 2, 1983 under Recordation No. 14033.

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

Sincerely,



Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

APR 15 10 44 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RECORDATION NO. 14033-Z  
FILED  
APR 15 '97 10 44 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of January 22, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor, as assignee of CIS Rail Corporation, and Union Pacific Railroad Company, formerly known as the Missouri-Kansas-Texas Railroad Company, a Nebraska corporation ("Lessee"), are parties to the Lease of Railroad Equipment dated as of May 15, 1983 ("Lease"), pursuant to which the eighteen (18) locomotives described in Attachment A attached hereto ("Units") were leased by Lessor to Lessee. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 14033 filed on June 2, 1983.

The Lease was terminated on May 28, 1996. 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 on the date indicated below its signature.

HELM FINANCIAL CORPORATION

00  
By: *John J. Davis*  
Title: Senior Vice President & CFO  
Date: February 10, 1997

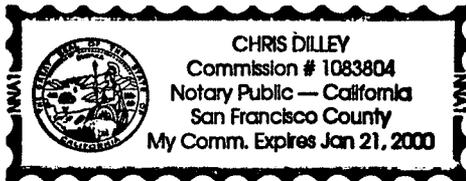
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On February 6, 1997, before me, Chris Dilley  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of HELM FINANCIAL CORPORATION,

X 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.



Chris Dilley  
SIGNATURE OF THE NOTARY

**TERMINATION OF SECURITY INTEREST  
AND RELEASE**

This Termination of Security Interest and Release, dated as of May 31, 1994 is made by ChemCredit, Inc., as Secured Party.

1.) Reference is made to the Lease of Railroad Equipment, the Assignment of Lease and Agreement, the Conditional Sale Agreement, the Agreement and Assignment (of Conditional Sale Agreement), the Reassignment of Lease, the Agreement and Reassignment (of Conditional Sale Agreement), all of which documents appear in the recordation files of the Interstate Commerce Commission under Recordation Numbers 14033, 14033-A, 14033-B, 14033-C, 14033-D, 14033-E, respectively (the "Documents").

2.) For value received, the adequacy of which is hereby acknowledged, ChemCredit, Inc. hereby releases any and all liens, claims and other encumbrances granted to it as assignee from its affiliate, Chemical Business Credit Corp., pursuant to the aforesaid Documents on the four (4) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 300 through MKT 303, inclusive, and the eighteen (18) General Motors Corporation, Electro-Motive Division, Model GP-40 locomotives MKT 211 through MKT 220, inclusive, and MKT 223 through MKT 230, inclusive.

IN WITNESS WHEREOF, ChemCredit, Inc. has caused this Termination of Security Interest and Release to be duly executed by its authorized officer as of the day and year first written above.

ChemCredit, Inc., Secured Party

By: Charles D Smith

Title: AUP

STATE OF NEW YORK

COUNTY OF NASSAU

On this 1 day of <sup>JUNE</sup> ~~May~~, 1994, before me personally appeared CHARLES D SMITH, to me personally known, who, being by me duly sworn, says that he is AUP of ChemCredit, Inc., and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

Narendra Jain

**NARENDRA JAIN**  
Notary Public, State of New York  
No. 01JA4943128  
Qualified in Nassau County  
Commission Expires 10/12/94

RECORDATION NO. 14033-G

JUN 8 - 1994 - 12 00 PM

INTERSTATE COMMERCE COMMISSION