

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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June 15, 1999

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

RECORDATION NO. 21720-C FILED

JUN 21 '99

11-00AM

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11307(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of the Partial Termination of Lease dated as of ~~September 30, 1998~~ by Helm Financial Corporation ("**Partial Termination**"). *2/13/99*

In connection with the recording of the above-referenced Partial 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:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76161-0061

Equipment:

Forty-two (42) locomotives as more fully described in Annex A to the Partial Termination attached hereto.

Previous STB Filing:

Memorandum of Schedule to Master Lease Agreement filed on October 16, 1998 at 10:36 a.m. under Recordation No. 21720-A.

Please file this Partial Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,


Alison Drain
Document Administrator

/ad

Enclosures (2)

PARTIAL TERMINATION OF LEASE JUN 21 '99 11-00AM

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of February 13, 1999, by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals.

a. Lessor entered into Schedule No. 1 dated as of August 1, 1997 ("Schedule") with THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with respect to the forty-two (42) locomotives described in Exhibit A attached hereto. Schedule No. 1 is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21720-A filed on October 16, 1998 at 10:36 am.

b. Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Schedule No. 1 and of all the rights and obligations of Lessee with respect to the Units under Schedule No. 1.

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

1. Partial Termination of Lease. Lessee hereby declares for the public record that Schedule No. 1 is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Schedule No. 1 with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first written above.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

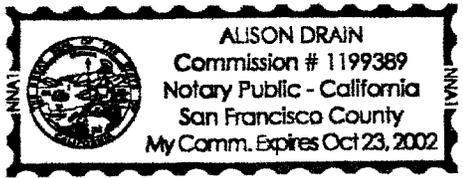
Its: Senior Vice President Finance
and Chief Financial Officer

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

On June 11th, 1999, before me, Alison Drain
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.

Alison Drain
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Partial Termination of Lease dated as of May 27, 1999.

THE UNITS

	Reporting Marks & Numbers:		Type:
1	HLCX	3700	GP38
2	HLCX	6056	SD40-3
3	HLCX	6057	SD40-3
4	HLCX	6060	SD40-3
5	HLCX	6070	SD40-3
6	HLCX	6074	SD40-3
7	HLCX	6075	SD40-3
8	HLCX	6076	SD40-3
9	HLCX	6077	SD40-3
10	HLCX	6078	SD40-3
11	HLCX	6079	SD40-3
12	HLCX	6080	SD40-3
13	HLCX	6081	SD40-3
14	HLCX	6082	SD40-3
15	HLCX	6083	SD40-3
16	HLCX	6084	SD40-3
17	HLCX	6085	SD40-3
18	HLCX	6501	SD40-3
19	HLCX	6502	SD40-3
20	HLCX	6503	SD40-3
21	HLCX	6505	SD40-3
22	HLCX	6506	SD40-3
23	HLCX	6507	SD40-3
24	HLCX	6508	SD40-3
25	HLCX	6509	SD40-3
26	HLCX	6510	SD40-3
27	HLCX	6511	SD40-3
28	HLCX	6512	SD40-3
29	HLCX	6513	SD40-3
30	HLCX	6514	SD40-3
31	HLCX	6515	SD40-3
32	HLCX	6516	SD40-3
33	HLCX	6517	SD40-3
34	HLCX	6518	SD40-3
35	HLCX	6519	SD40-3
36	HLCX	6520	SD40-3
37	HLCX	6521	SD40-3
38	HLCX	6522	SD40-3
39	HLCX	6523	SD40-3
40	HLCX	6524	SD40-3
41	HLCX	6525	SD40-3
42	HLCX	6600	SD40-3