

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

November 1, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

18734-B
NOV 12 1996 10 10 AM

RE: Termination of Lease of Railroad Equipment dated as of August 21, 1996 ("**Termination of Lease**") by Helm-Pacific Leasing.

Dear Mr. Williams:

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

Three (3) fully executed originals of the Termination of Lease dated August 21, 1996 by Helm-Pacific Leasing.

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

Name and Address of Lessor: Helm-Pacific Leasing
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment: Twenty-five (25) open top hopper railcars (See Schedule A for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Lease filed on March 15, 1994 under Recordation No. 18734

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$22.00 is included in the enclosed check.

Sincerely,

Chris Dilley
Administrative Assistant

/cpd
Enclosures

18734-B
NOV 12 1996 10 10 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of August 21, 1996 by HELM-PACIFIC LEASING, a Nebraska joint venture ("Lessor").

- 1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of January 17, 1994 (the "Lease") with Union Pacific Railroad Company, a Utah corporation, with respect to the twenty-five (25) open top hopper railcars described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 18734 filed on March 15, 1994 at 10:05 a.m.

The Lease was terminated on June 30, 1994. 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-PACIFIC LEASING

By: Helm Pacific Corporation
its Joint Venturer

CO By: [Signature]

Title: President

Date: 10/9/96

By: Union Pacific Venture Leasing, Inc.,
its Joint Venturer

By: [Signature]

Title: President - UPRR

Date: 10/5/96

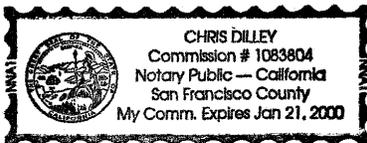
CO

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

On October 9, 1996, before me, Chris Dilley
personally appeared David R. Eckles, President of HELM PACIFIC 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.

Chris Dilley
SIGNATURE OF THE NOTARY

(Notarial Seal)

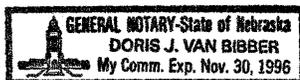
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On this 2nd day of October, 1996, before me, Doris Van Bibber,
personally appeared Eric D. Butler, President of
UNION PACIFIC VENTURE LEASING, INC.,

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.



Doris Van Bibber
SIGNATURE OF THE NOTARY

(Notarial Seal)

SCHEDULE A

Description of the Units:

Twenty-five (25), 3,610 cubic foot, 100 ton capacity, 4 compartment, open top hopper railcars with 45 degree slope sheets; manufactured by Trinity Industries, Inc. in 1990.

Unit Numbers:

TNM 20002
TNM 20005
TNM 20006
TNM 20007
TNM 20014
TNM 20019
TNM 20020
TNM 20028
TNM 20041
TNM 20042
TNM 20044
TNM 20052
TNM 20066
TNM 20070
TNM 20073
TNM 20081
TNM 20086
TNM 20087
TNM 20089
TNM 20090
TNM 20091
TNM 20092
TNM 20097
TNM 20101
TNM 20102