

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

October 23, 1997

RECORDATION NO. 18520 - A  
FILED

OCT 28 '97 10-28 AM

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

RE: Termination of Locomotive Lease Agreement dated as of July 30, 1993 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: Canadian Pacific Limited  
Room 100, Windsor Station  
P.O. Box 6042, Sation A  
Montreal, Quebec H3C 3E4

Equipment: Nine (9) locomotives as fully described in  
Schedule A attached hereto.

Previous STB Filing: Locomotive Lease Agreement filed December 17,  
1993 at 11:40 a.m. under Recordation No. 18520.

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,



Eric W. Stoll  
Document Administrator

/es  
Enclosures (2)

RECORDATION NO. 18520-A FILED

TERMINATION OF LEASE

OCT 28 '97

10-28 AM

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of September 4, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of July 30, 1993 ("Lease") with Canadian Pacific Limited, a Canadian corporation, with respect to the nine (9) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 18520 filed on December 17, 1993 at 11:40 a.m.

The Lease was terminated on May 31, 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 as of the date first above written.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

ph

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

On Oct. 22, 1997, before me, Emma S. Ortega - Notary Public  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of **HELM FINANCIAL CORPORATION**,

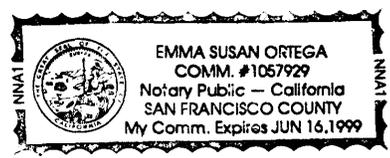
personally known to me -OR-

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.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

[Notarial Seal]



PS

SCHEDULE A

GROUP A UNITS

Description of the Units:

Six (6) SD40-2 locomotives.

Unit Numbers:

HLCX 6366-6370, 6388.

GROUP B UNITS

Description of the Units:

Three (3) SD40 locomotives.

Unit Numbers:

HLCX 3066, 3066, 3120.

ph