

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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VIA AIR COURIER

April 14, 1997

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

RECORDATION No. 19433-A

Filed pursuant to the  
Surface Transportation Board  
Regulation 80c

APR 15 10 44 AM '97

RECEIVED  
SURFACE TRANSPORTATION BOARD

RE: Termination of Lease of Railroad Equipment dated as of January 15, 1997 ("**Termination of Lease**") by Helm Financial Corporation.

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, 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-Atlantic Associates Limited Partnership.

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

Name and Address of Lessor: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: The Kansas City Southern Railway Company  
114 West Eleventh Street  
Kansas City, MO 64105

Equipment: Ten (10) GP38-2 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 May 22, 1995 under Recordation No. 19433.

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,

*P Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

RECORDATION NO 19433-19  
APR 15 1997

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of January 15, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of March 31, 1994 (the "Lease") with The Kansas City Southern Railway Company, a Missouri corporation, with respect to the ten (10) GP38-2 locomotives 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 19433 filed on May 22, 1995 at 11:05 am.

The Lease was terminated on August 31, 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-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation  
its General Partner

CD By: [Signature]

Title: President

Date: 2-7-97

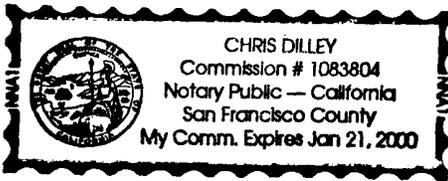
STATE OF CALIFORNIA            )  
  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On February 7, 1997, before me, Chris Dilley  
personally appeared David R. Eckles, President of HELM ATLANTIC  
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

SCHEDULE A

Description of the Units:

Ten (10), 2000 horsepower, 4 axle, diesel electric locomotive; manufactured by General Motors Corporation (Electro-Motive Division) in 1971.

Unit Numbers:

HATX 200  
201  
202  
203  
204  
205  
206  
207  
208  
209