

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 15, 1996

19956-A

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

RE: Partial Termination of Lease of Railroad Equipment dated as of April 22, 1996 ("**Partial Termination**") 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 Partial Termination of Lease dated April 22, 1996 by Helm Financial Corporation.

In connection with the recording of the Partial 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

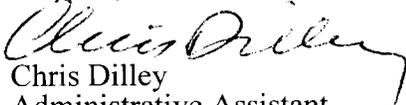
Name and Address of Lessee: Union Pacific Railroad Company
1416 Dodge Street, Room 200
Omaha, NE 68179

Equipment: Four (4), 3000 horse power locomotives (See Schedule A for reporting mark & numbers.)

Previous ICC Filing: Memorandum of Lease filed on March 4, 1996 under Recordation No. 19956.

Please file the Partial Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

19956-A

PARTIAL TERMINATION OF LEASE

WHEREAS, HELM FINANCIAL CORPORATION, a California corporation, as "Lessor" filed and recorded with the Surface Transportation Board ("STB") that certain Schedule No. 4 made as of December 6, 1995 under Recordation No. 19956, ("Schedule No. 4") to that certain Lease of Railroad Equipment made as of January 3, 1995 (the "Lease"), and

WHEREAS, the term for the four (4) locomotives covered by the subject Lease and Schedule No. 4, identified as HLCX 6051, 6052, 6054, and 6055 ("Locomotives"), has ended, and has not been extended.

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, HELM FINANCIAL CORPORATION, as Lessor, does hereby terminate the lease interest created by the Lease and Schedule No. 4 only with respect to the aforesaid Locomotives, and files and records this Partial Termination of Lease for the purpose of officially terminating of record in the files of the STB Schedule No. 4 only as to the aforesaid Locomotives.

IN WITNESS WHEREOF, HELM FINANCIAL CORPORATION, as Lessor, has duly executed this Partial Termination of Lease as of April 22, 1996.

HELM FINANCIAL CORPORATION

cm By: John F. Dains

Print Name: John F. Dains

Title: Vice President, CFO

cm
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SCHEDULE A

To the PARTIAL TERMINATION OF LEASE

Locomotives:

Four (4), 3000 horse power locomotives built by EMD during 1966-1974:

HLCX 6051, 6052, 6054, 6055

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

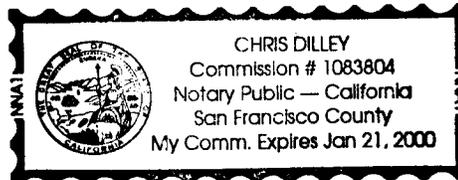
On April 23, 1996, before me, Chris Dilley
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

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



CM

SCHEDULE A

To the PARTIAL TERMINATION OF LEASE

Locomotives:

Four (4), 3000 horse power locomotives built by EMD during 1966-1974:

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