

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

RECORDATION No. 19956C

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

RE: Termination of Lease of Railroad Equipment dated as of March 21, 1997  
("Termination of Lease") 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 above-referenced Termination of Lease by Helm Financial Corporation.

In connection with the recording of the 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: Thirteen (13) 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 March 4, 1996 under Recordation No. 19956.

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,

*Patrick Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

APR 15 10:45 AM '97

19956-C  
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TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 21, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

- 1. Recitals. Lessor entered into the Schedule No. 4 dated as of December 6, 1995 to the Lease of Railroad Equipment dated as of January 3, 1995 (the "Lease") with Union Pacific Railroad Company, a Utah corporation, with respect to the thirteen (13) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number filed on March 4, 1996 at 4:35 p.m.

The Lease was terminated on April 30, 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 FINANCIAL CORPORATION

By: *John Davis*

Title: Senior Vice President & CFO

Date: 3-24-97

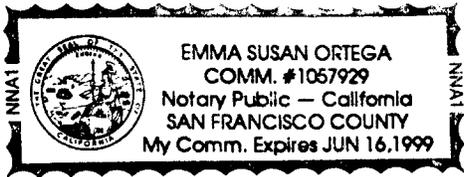
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STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On March 24, 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

SCHEDULE A

Equipment Description:

Thirteen (13), 3000 horse power locomotives built by EMD during 1966-1974.

Units' Reporting

<u>Mark &amp; Number</u> :	<u>Type:</u>
HLCX 3950	GP39-2
HLCX 4300	GP40-3
HLCX 4402	GP40-3
HLCX 4404	GP40-3
HLCX 4413	GP40-3
HLCX 4414	GP40-3
HLCX 4415	GP40-3
HLCX 6000	SD40-3
HLCX 6051	SD40-3
HLCX 6052	SD40-3
HLCX 6054	SD40-3
HLCX 6055	SD40-3
HLCX 6100	SD40-3

ph