

HELM-PACIFIC LEASING

JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 15, 1997

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

RECORDATION NO. 17903-A

MAY 16 '97

11-27 AM

MAY 16

11:27 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Termination of Lease of Railroad Equipment dated as of June 30, 1995 by Helm-Pacific Leasing ("**Termination of Lease**").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 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.

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

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

Union Pacific Joint Venture Leasing, Inc.
c/o Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Name and Address of Lessee: Indiana Harbor Beltway Railroad Company
2721-161st Street
Hammond, IN 46325-1099

Equipment: Thirteen (13) railcars, more fully described in attached Schedule A to the Termination of Lease.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on July 28, 1992 under Recordation No. 17903.

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 twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

IHB003.00

TERMINATION OF LEASE

MAY 16 '97

11-27AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 19, 1997 by HELM-PACIFIC LEASING, a Nebraska joint venture ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of April 28, 1992 (the "Lease") with Indiana Harbor Belt Railroad Company, an Indiana corporation, with respect to the thirteen (13) railcars 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 17903 filed on July 28, 1992 at 2:55 p.m.

The Lease was terminated on June 30, 1995. 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

By: 

Title: President

Date: April 25, 1997

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

By: 

Title: President

Date: 4/15/97

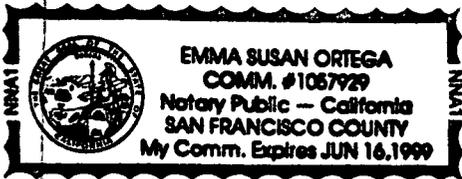
103

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

On April 27, 1997, before me, Emma S. Ortega - Notary Public
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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

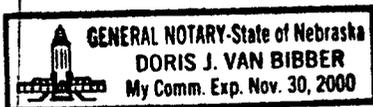
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On this 15th day of April, 1997, before me, Doris Van Bibber
personally appeared Eric L. 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

SCHEDULE A

Description of the Units:

Thirteen (13) 100-ton coil steel railcars; built by Thrall in 1969, 1977 & 1981

Unit Numbers:

IHB 950016 - 950208