

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

June 17, 1999

RECORDATION NO. **20156-A** FILED

JUN 21 '99

11-00AM

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

RE: Termination of Schedule No. 5 dated as of February 6, 1996 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: Union Pacific Railroad Company (as successor in interest to Southern Pacific Transportation Co.)
1416 Dodge Street
Omaha, NE 68179

Equipment: One hundred thirty-two (132) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment evidencing **Schedule No.5** filed on June 27, 1996 at 12:40 p.m. under Recordation No. **20156**.

Please file this Lease Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,



Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO.

FILED

20156-A

TERMINATION OF LEASE

JUN 21 '99

11-00AM

THIS TERMINATION OF SCHEDULE NO. 5 ("Termination") is dated as of June 3, 1999 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

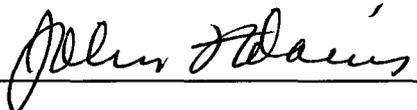
1. **Recitals.** Lessor entered into Schedule No. 5 dated as of February 6, 1996 to the Lease of Railroad Equipment dated as of September 1, 1994 ("Schedule No. 5") with **Union Pacific Railroad Company** (as successor in interest to Southern Pacific Transportation Company), a Utah corporation, with respect to the one hundred thirty-two (132) railcars described in Schedule A attached hereto. The Schedule No. 5 is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20156 filed on June 27, 1996 at 12:40 pm.

The Lease was terminated on June 30, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Schedule No. 5 is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Schedule No. 5 to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

Title: Senior Vice President & CFO

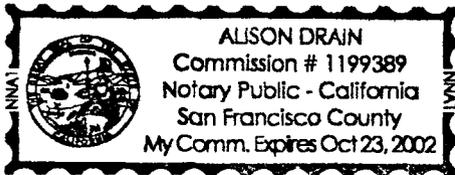
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 11th, 1999, before me, Alison Drain
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.



Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Schedule No. 5 dated as of June 3, 1999.

THE UNITS

Equipment Description:

One hundred thirty-two (132), 3,420 ft. sq., 100-ton open top hopper railcars.

Unit Reporting Mark and Number Series:

HLMX 191303-191584

HLMX 827795-828093