

**HELM-ATLANTIC ASSOCIATES**  
**LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

June 27, 1997

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

RECORDATION NO. 20372-A FILED

JUN 30 '97 10-25 AM

JUN 30 10 25 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RE: Termination of Lease of Railroad Equipment dated as of June 7, 1997 by  
Helm-Atlantic Associates Limited Partnership ("**Termination of Lease**").

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.

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: Nebraska Northeastern Railway Company  
c/o Murchison Capital Partners, L P.  
1450 Three Lincoln Center  
5430 LBJ Freeway  
Dallas, TX 75240

Equipment: One (1) GP38 locomotive as more fully described in attached Schedule A to the Termination of Lease.

Previous STB Filing: Memorandum of Locomotive Lease Agreement filed on November 11, 1996 under Recordation No. 20372

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,



Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

OFFICE OF THE SECRETARY

Patrick Hapin  
Document Administrator  
Helm Financial Corporation  
One Embarcadero Center, Ste. 3700  
San Francisco, CA., 94111

DATE: 6/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on 6/30/97 at 10:25AM, and assigned recordation number(s) 20743, 20744, 19922-A and 20372-A.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature Juice M. Fort

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10-25 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 7, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of October 4, 1996 (the "Lease") with Nebraska Northeastern Railway Company, a Nevada corporation, with respect to the one (1) GP38 locomotive 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 20372 filed on November 11, 1996.

The Lease was terminated on December 11, 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

By: 

Title: President

Date: June 11, 1997

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

On June 11, 1997, before me, Patrick M. Hapin — <sup>Notary</sup> <sub>Public</sub>  
personally appeared David R. Eckles, President of HELM ATLANTIC  
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.

Patrick M. Hapin  
SIGNATURE OF THE NOTARY



SCHEDULE A

Description of the Unit:

One (1) 2000 horsepower, GP38 locomotive built by EMD in 1967.

Unit Number:

HATX 105