

HELM LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. 16937-^D FILED 1425

MAR 23 1993 2-5 0 PM

INTERSTATE COMMERCE COMMISSION

March 22, 1993

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Lease of Railroad Equipment dated as of April 13, 1990 ("Lease") between Helm Locomotive Leasing ("Lessor") and Grand Trunk Western Railroad Company ("Lessee")

Dear Ms. Lee:

On behalf of Helm Locomotive Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed originals of the Partial Termination of Lease dated December 3, 1992 ("Partial Termination") between Helm Locomotive Leasing and Grand Trunk Western Railroad Company.

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

Name and Address of Lessor: Helm Locomotive Leasing
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111
ATTN: President

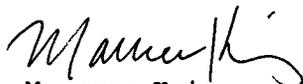
Name and Address of Lessee: Grand Trunk Western Railroad Company
1333 Brewery Park Boulevard
Detroit, MI 48207-2699
ATTN: Gene Shepard, General Manager

Equipment: Two (2) GM SD40-2 Locomotives (See Exhibit A for Unit Numbers)

Previous ICC Filing: Lease filed on July 19, 1990 under Recordation No. 16937

Please file the Partial Termination under the next available recordation number and return three (3) endorsed originals to my attention. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (4)

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PARTIAL TERMINATION OF LEASE INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF LEASE, is made as of December 3, 1992 by HELM LOCOMOTIVE LEASING, a joint venture of Domestic Three Leasing Corporation and Helm Equipment Leasing Corporation ("Helm").

1. Recitals: Helm entered into a Lease of Railroad Equipment dated as of April 13, 1990, as amended (the "Lease"), with Grand Trunk Western Railroad Company with respect to certain locomotives described in Exhibit A attached hereto (the "Unit(s)"). The Lease was filed at the Interstate Commerce Commission ("ICC") under Recordation Number 16937 filed on July 19, 1990.

Helm wishes to terminate the Lease for the Units.

2. Termination of Interest. Helm's interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Helm's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on Helm's interest in and lien on any collateral other than the Units and said interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, Helm, pursuant to due authority, has executed this Partial Termination of Lease as of the date first written above.

HELM LOCOMOTIVE LEASING
By: [Signature]
Title: President, Helm Equipment Leasing Corporation, its Joint Venturer
Date: December 4, 1992

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 4 day of December, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM EQUIPMENT LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]

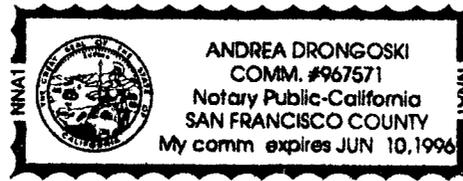


EXHIBIT A

<u>Equipment Description</u>	<u>Unit Numbers</u>
Two (2), GM SD40-2, 3000 Horsepower, diesel electric locomotives	GT 5934 GT 5935