

HELM-PACIFIC LEASING

JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

July 15, 1997

RECORDATION NO 17688-B FILED

JUL 16 '97 11-09 AM

JUL 16 11 09 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

RE: Termination of Lease of Railroad Equipment dated as of May 23, 1997
Helm-Pacific Leasing ("**Termination of Lease**").

Dear Mr. Williams:

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

Three (3) 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 Venture Leasing, Inc.
c/o Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Name and Address of Lessee: The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105

Equipment: One hundred eighty-six (186) railcars, as more fully described in attached Schedule A to the Termination of Lease.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on January 30, 1992 at 2:20 p.m. under Recordation No. 17688.

Please file the Termination of Lease as a supplementary document and return two (2) endorsed originals to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Patrick Hapin
Document Administrator

/ph
Enclosures (3)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

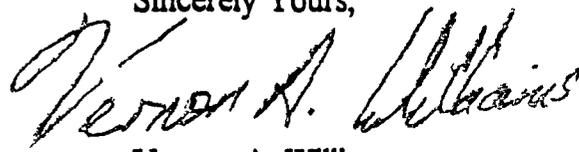
Patrick Napin
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

DATE: 7/16/97

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 7/16/97 at 11:09AM, and assigned recordation number(s) 20772, 20773, 17688-B, 19645-A, 19979-A, 20324-A and 20539-A.

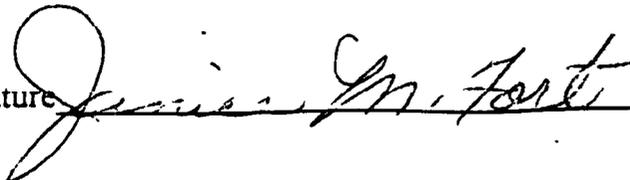
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 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



JUL 16 '97

11-09 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of May 23, 1997 by HELM-PACIFIC LEASING, a Nebraska joint venture ("Lessor").

- 1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of July 27, 1991 (the "Lease") with The Kansas City Southern Railway Company, a Missouri corporation, with respect to the one hundred eighty-six (186) boxcar 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 17688 filed on January 30, 1992 at 2:20 p.m.

The Lease was terminated on December 31, 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-PACIFIC LEASING

By: Helm Pacific Corporation,
its Joint Venturer

ph By: [Signature]

Title: President

Date: June 27, 1997

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

By: [Signature]

Title: President

Date: 6/13/97

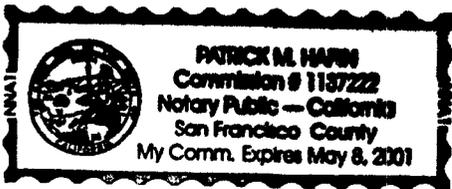
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 27, 1997, before me, Patrick M. Hapin - 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.



Patrick M. Hapin
SIGNATURE OF THE NOTARY

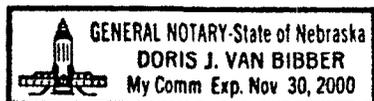
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On this 15th day of June, 1997, before me, Doris J. 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 J. Van Bibber
SIGNATURE OF THE NOTARY

SCHEDULE A

Description of the Units:

One hundred eighty-six (186), 60-foot, 100-ton, cushioned all steel interior boxcars

Unit Numbers:

KCS 758000-758185

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