

# HELM-PACIFIC LEASING

JOINT VENTURE

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

July 6, 1999

RECORDATION NO. **18249-A** FILED

JUL 3 '99 10-00AM

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 June 1, 1999 by Helm-Pacific Leasing ("**Lease Termination**").

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 Lease Termination.

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

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

Name and Address of Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Equipment: Twenty-five (25) boxcars as more fully described in Schedule A attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on June 2, 1993 at 9:55 A.M. under Recordation No. 18249.

Please file this Lease Termination as a supplementary document and return **two (2)** stamped originals 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 (3)

RECORDATION NO. **18249-A** FILED

TERMINATION OF LEASE

JUL 3 '99 10-00AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 1, 1999 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of March 8, 1993, as amended ("Lease"), with UNION PACIFIC RAILROAD COMPANY, a Utah corporation ("Lessee"), with respect to the twenty-five (25) boxcars 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 No. 18249 filed on June 2, 1993 at 9:55 a.m.

The Lease was terminated on December 19, 1998. 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 as of the date first written above.

HELM-PACIFIC LEASING

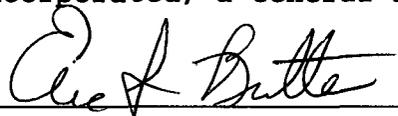
By: Helm Pacific Corporation  
a General Partner

By: 

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: 

Print Name: Eric L. Butler

Title: President

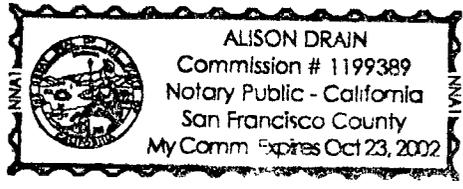


STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 2<sup>nd</sup>, 1999, before me, Alison Drain  
personally appeared David R. Eckles, President of **HELM PACIFIC 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

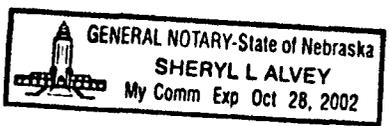
[NOTARIAL SEAL]

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

On June 29, 1999, before me, Sheryl L. Alvey, personally appeared Eric L. Butler, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED,**

— 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.

Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

[NOTARIAL SEAL]

Schedule A

To the Termination of Lease dated as of June 1, 1999.

Description of the Units:

Twenty-five (25), 60', 100-ton, sliding door, twin bulkheaded boxcars .

Equipment Numbers:

TNM 220000 - 220024  
(inclusive)