

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

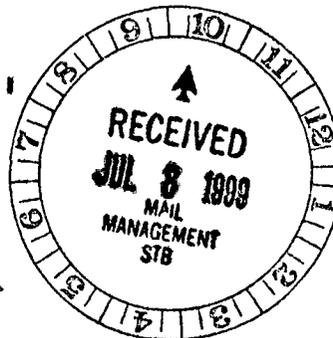
July 6, 1999

RECORDATION NO

18438-C
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 11, 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: Anchorage Sand & Gravel Company, Inc.
1040 O'Malley Road
Anchorage, Alaska 99515

Equipment: Eighty (80) railcars as more fully described in Schedule A attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on October 15, 1993 at 1:40 P.M. under Recordation No. 18438.

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
Alison Drain
Document Administrator

/ad
Enclosures (3)

RECORDATION NO 18438-C FILED

TERMINATION OF LEASE

JUL 3 '99 10-00AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 11, 1999 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of July 29, 1993, as amended ("Lease"), with **Anchorage Sand & Gravel Company, Inc.**, as successor by name change to KRC Aggregate, Inc., d.b.a. Anchorage Sand & Gravel Company, Inc. a Delaware corporation, with respect to the eighty (80) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation under STB Recordation No. **18438** filed on October 15, 1993 at 1:40 p.m.

The Lease was terminated on November 1, 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, Inc.,**
a General Partner

By: 

Print Name: Eric L. Butler

Title: President

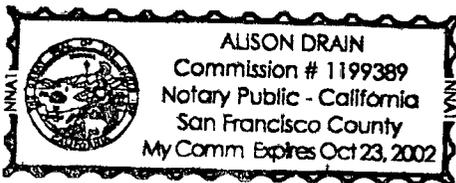


STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 2nd, 1999, before me, Alison Drain
personally appeared David R. Eckles, President of HELM-PACIFIC LEASING,

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,

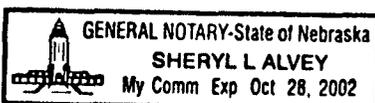
___ personally known to me -OR-

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



ad

SCHEDULE A

To the Termination of Lease of Railroad Equipment dated June 11, 1999

Description of Units:

Eighty (80), 4 compartment, 100-ton, 3,610 cubic foot, open top hopper railcars with 45 degree slope sheets, manufactured by Trinity Railcar in 1990

| <u>Unit Number</u> | | |
|--------------------|-----|-------|--------------------|-----|-------|--------------------|-----|-------|--------------------|-----|-------|
| 1 | TNM | 20000 | 24 | TNM | 20031 | 47 | TNM | 20058 | 70 | TNM | 20085 |
| 2 | TNM | 20001 | 25 | TNM | 20032 | 48 | TNM | 20059 | 71 | TNM | 20088 |
| 3 | TNM | 20003 | 26 | TNM | 20033 | 49 | TNM | 20060 | 72 | TNM | 20093 |
| 4 | TNM | 20004 | 27 | TNM | 20034 | 50 | TNM | 20061 | 73 | TNM | 20094 |
| 5 | TNM | 20008 | 28 | TNM | 20035 | 51 | TNM | 20062 | 74 | TNM | 20095 |
| 6 | TNM | 20009 | 29 | TNM | 20036 | 52 | TNM | 20063 | 75 | TNM | 20096 |
| 7 | TNM | 20010 | 30 | TNM | 20037 | 53 | TNM | 20064 | 76 | TNM | 20098 |
| 8 | TNM | 20011 | 31 | TNM | 20038 | 54 | TNM | 20065 | 77 | TNM | 20099 |
| 9 | TNM | 20012 | 32 | TNM | 20039 | 55 | TNM | 20067 | 78 | TNM | 20100 |
| 10 | TNM | 20013 | 33 | TNM | 20040 | 56 | TNM | 20068 | 79 | TNM | 20103 |
| 11 | TNM | 20015 | 34 | TNM | 20043 | 57 | TNM | 20069 | 80 | TNM | 20104 |
| 12 | TNM | 20016 | 35 | TNM | 20045 | 58 | TNM | 20071 | | | |
| 13 | TNM | 20017 | 36 | TNM | 20046 | 59 | TNM | 20072 | | | |
| 14 | TNM | 20018 | 37 | TNM | 20047 | 60 | TNM | 20074 | | | |
| 15 | TNM | 20021 | 38 | TNM | 20048 | 61 | TNM | 20075 | | | |
| 16 | TNM | 20022 | 39 | TNM | 20049 | 62 | TNM | 20076 | | | |
| 17 | TNM | 20023 | 40 | TNM | 20050 | 63 | TNM | 20077 | | | |
| 18 | TNM | 20024 | 41 | TNM | 20051 | 64 | TNM | 20078 | | | |
| 19 | TNM | 20025 | 42 | TNM | 20053 | 65 | TNM | 20079 | | | |
| 20 | TNM | 20026 | 43 | TNM | 20054 | 66 | TNM | 20080 | | | |
| 21 | TNM | 20027 | 44 | TNM | 20055 | 67 | TNM | 20082 | | | |
| 22 | TNM | 20029 | 45 | TNM | 20056 | 68 | TNM | 20083 | | | |
| 23 | TNM | 20030 | 46 | TNM | 20057 | 69 | TNM | 20084 | | | |