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14229-EE

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MAY 15 1996 11:22 AM

May 15, 1996

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 15 10 55 AM '96

Recordation No. 14229-^{EE}DD

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, successor Lessor, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Termination of Lease ("Termination"), executed as of May 14, 1996, which is a full termination covering all rolling stock and locomotives yet under the lease mentioned below.

The party executing the enclosed Termination is:

Helm-Atlantic Associates Limited Partnership — TERMINATING PARTY
One Embarcadero Center
San Francisco, CA 94111

The said Termination is a full termination of the Master Leasing Agreement recorded under Recordation No. 14229-A, as amended and supplemented, and the Termination should be recorded under the next available letter under Recordation No. 14229, which we believe is "^{EE}-DD".

The equipment covered by the Termination is all the equipment covered by the Master Leasing Agreement recorded under Recordation No. 14229-A, as amended and supplemented.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

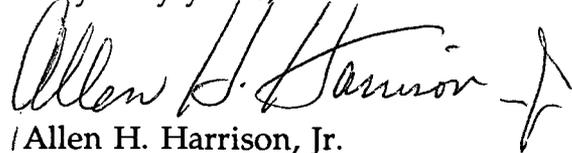
"Full Termination of Master Leasing Agreement under 14229-A as amended and supplemented."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterpart - A. H. Hammy

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for Helm-Atlantic
Associates Limited Partnership
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8350-020

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

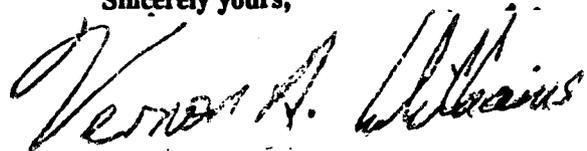
5/15/96

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P. C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/96 at 11:00AM, and assigned recordation number(s). 14229-EE.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



14229 EE

FULL TERMINATION OF LEASE

WHEREAS, Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership, through assignments filed and recorded with the Interstate Commerce Commission ("ICC"), now Surface Transportation Board ("STB"), under subparts of Recordation No. 14229, is the Lessor ("Lessor") in that certain Master Leasing Agreement, dated as of December 1, 1983, filed and recorded with the ICC under Recordation No. 14229-A, as amended and supplemented ("Lease"), and

WHEREAS, for the aforesaid Master Leasing Agreement, the term of lease has ended, has not been extended and hence by its terms the said Lease has expired, terminated and concluded, and all units of rolling stock and locomotives covered by the aforesaid Lease no longer are subject to the Lease;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, Helm-Atlantic Associates Limited Partnership, as Lessor, does hereby fully terminate the aforesaid Lease and files and records this Full Termination of Lease for the purpose of officially terminating fully of record in the files of the STB the aforesaid Lease.

IN WITNESS WHEREOF, Helm-Atlantic Associates Limited Partnership, as Lessor, has duly executed this Full Termination of Lease as of this 14th day of May, 1996.

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

By: Helm Atlantic Corporation
Its: General Partner

By: *John F. Dains*
Name: John F. Dains
Title: Chief Financial Officer

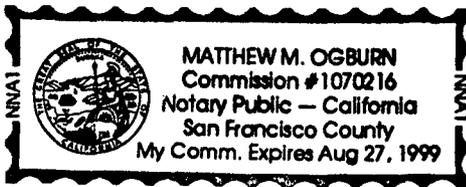
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 14th, 1996, before me, Matthew M. Ogburn, a notary, personally appeared John F. Dains,
Chief Financial Officer 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.



Matthew M. Ogburn
SIGNATURE OF THE NOTARY

My Commission Expires: August 27, 1999

[Notarial Seal]