

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 21797C FILED

Via Overnight Air Courier

FEB 02 '07 -3 25 PM February 1, 2007

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

SURFACE TRANSPORTATION BOARD



RE: PARTIAL TERMINATION OF MASTER FULL MAINTENANCE LEASE AGREEMENT
("Partial Termination") dated as of January 24, 2007 and executed by **HELM-PACIFIC LEASING**, a
Nebraska general partnership ("Helm").

Dear Mr. Williams:

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

Three (3) fully executed original copies of the above referenced Partial Termination.

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

Name and Address for Helm: Helm-Pacific Leasing
c/o Helm Pacific Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Equipment: 25, 60', 100-ton XL boxcars, built by ACF in 1972: CHTT 265000-265024

Please record this Partial Termination as a supplement agreement to STB Recordation No. 21797-B filed on January 7, 1999 at 1:10 p.m. Helm's check covering the \$34.00 filing fee is enclosed.

Summary: PARTIAL TERMINATION OF MASTER FULL MAINTENANCE LEASE AGREEMENT
("Partial Termination") dated as of January 24, 2007 and executed by **HELM-PACIFIC LEASING**, a
Nebraska general partnership ("Helm") for the 25, 60' boxcars, built by ACF in 1972: CHTT 265000-265024.

Yours truly,

A handwritten signature in cursive script, appearing to read "Cecilia Mostaghim".

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

PARTIAL TERMINATION OF MASTER FULL MAINTENCE LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER FULL MAINTENANCE LEASE AGREEMENT ("Partial Termination") is dated as of January 24, 2007 and executed by **HELM-PACIFIC LEASING**, a Nebraska general partnership ("Lessor").

1. Recitals.

(a) Lessor entered into the Master Full Maintenance Lease Agreement dated as of September 2, 1997 ("**Master Lease**") and Schedule No. 2 dated as of November 12, 1998 ("**Schedule No. 2**") with **Union Pacific Railroad Company**, a Delaware corporation, with respect to the twenty-five (25) boxcars described on Schedule A attached hereto ("**Units**"). With respect to Schedule No.2, a Certificate of True Copy dated December 14, 1998 was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **21797-B** on January 7, 1999 at 1:10 PM.

(b) Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Schedule No. 2 and of all the rights and obligations of Lessee with respect to the Units under Schedule No. 2 and the Master Lease.

2. Termination. Lessor declares for the public record that effective February 1, 2007 the Schedule No. 2 to the Master Lease is formally terminated with respect to the Units.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this Partial Termination to be signed in its name as of the date first above written.

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation, a
General Partner**

By: *John F. Dains*
Name: John F. Dains
Title: President and CEO

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

By: *Ed Weber*
Name: Ed Weber
Title: President

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SURFACE TRANSPORTATION BOARD

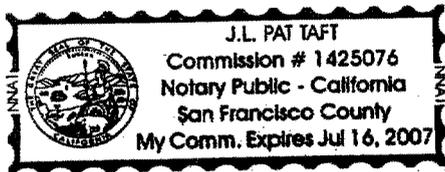
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January ____, 2007, before me, J. L. Pat Taft, personally appeared John F. Dains, President and CEO of HELM PACIFIC CORPORATION,

X personally known to me -OR-
_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

J. L. Pat Taft

SIGNATURE OF THE NOTARY

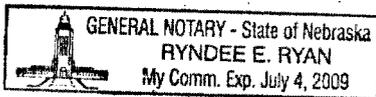
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On January 26 , 2007 before me, Ed Weber personally appeared Ed Weber, President of UNION PACIFIC VENTURE LEASING, INCORPORATED,

X personally known to me -OR-
_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

Ryndee E. Ryan

SIGNATURE OF THE NOTARY

all

SCHEDULE A

To the Partial Termination of Master Full Maintenance Lease Agreement dated as of February 1, 2007.

The Units:

Description of Units: Twenty-five (25), 60', 100-ton XL boxcars equipped with 16' sliding doors and four (4) heavy duty bulkheads. Built by ACF in 1972.

Reporting Mark and Numbers: CHTT 265000-265024

all