

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

October 27, 2000



RECORDATION NO. 22191-A FILED

OCT 31 '00 2-48 PM
73
SURFACE TRANSPORTATION BOARD

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

RE: Termination of Full Maintenance Lease Agreement dated October 11, 2000 ("**Termination**"), by Helm-Pacific Leasing ("**Lessor**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, 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.

In connection with the recording of the 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: Planters Cotton Oil Mill, Inc.
P.O. Box 7427
Pine Bluff, Arkansas 71611

A short summary of the document to appear in the index follows:

Termination of Full Maintenance Lease Agreement dated October 11, 2000, between Helm-Pacific Leasing as Lessor and Planters Cotton Oil Mill, Inc. as Lessee covering 40 railcars within the series HPJX 147341 - 148038 (ni).

Please file this Termination as a supplementary document to Recordation No. **22191** filed on June 7, 1999 at 12:45 p.m. 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,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (3)

cc: Annette Wolff

TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Termination") is dated October 11, 2000 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of August 6, 1998 ("Lease"), with **PLANTERS COTTON OIL MILL, INC.**, an Arkansas corporation, with respect to the forty (40) railcars more fully 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. **22191** filed on June 7, 1999 at 12:45 p.m.

The Lease was terminated as of September 30, 1999. 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 above written.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: 

Name: David R. Eckles

Title: President

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

By: 

Name: Joseph E. O'Connor, Jr.

Title: President

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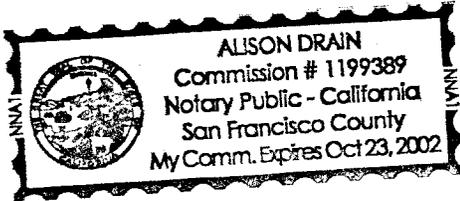
SURFACE TRANSPORTATION BOARD

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

On October 27, 2000, before me, Alison Drain, 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.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On October 24, 2000, before me, Sheryl L. Alvey, personally appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

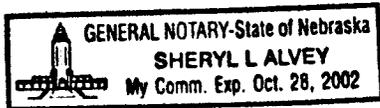
personally known to me -OR-

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 Full Maintenance Lease Agreement dated October 11, 2000.

THE UNITS

Equipment Description:

Forty (40), 100-ton, 6048-6500 cubic foot, gondola railcars with either one or two end doors.

Unit Numbers:

HPJX 147341
HPJX 147352
HPJX 147363
HPJX 147417
HPJX 147549
HPJX 147569
HPJX 147571
HPJX 147586
HPJX 147601
HPJX 147606
HPJX 147610
HPJX 147618
HPJX 147621
HPJX 147622
HPJX 147623
HPJX 147633
HPJX 147656
HPJX 147657
HPJX 147665
HPJX 147682
HPJX 147695
HPJX 147723
HPJX 147727
HPJX 147764
HPJX 147787
HPJX 147811
HPJX 147814
HPJX 147832
HPJX 147869
HPJX 147879
HPJX 147896
HPJX 147908
HPJX 147990
HPJX 148007
HPJX 148017
HPJX 148038