

HELM
FINANCIAL CORPORATION

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

RECORDED 20369-R FILED

JAN 0 8 '01

3:07 PM

SURFACE TRANSPORTATION BOARD



January 2, 2001

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

RE: Termination of Locomotive Lease Agreement evidencing **Schedule No. 4** dated December 28, 2000 ("**Termination**"), by Helm Financial Corporation ("**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:

Two (2) 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 Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

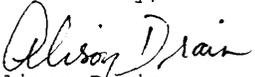
Name and Address of Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

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

Termination of Locomotive Lease Agreement evidencing **Schedule No. 4** dated December 28, 2000, between Helm Financial Corporation as Lessor and Union Pacific Railroad Company as Lessee covering eleven (11) locomotives within the series HLCX 6059 - 6070.

Please file this Termination as a secondary document to Recordation No. **20369-C** filed on October 28, 1997 at 10:28 a.m. and return one (1) stamped original 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 (2)

RECORDATION NO. 20369-R FILED

TERMINATION OF SCHEDULE JAN 08 '01

3-07 PM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE ("Termination") is dated as of December 28, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into Schedule No. 4 dated as of November 5, 1996 to it's Master Locomotive Lease Agreement dated as of May 1, 1995 ("Schedule") with the UNION PACIFIC RAILROAD COMPANY, a Nebraska corporation ("Lessee"), with respect to the eleven (11) locomotives described in Exhibit A attached hereto ("Units"). The Schedule is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20369-C filed on October 28, 1997 at 10:28 a.m.

The Lease was terminated as of May 22, 1997. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. Termination. The Lease for the Units is hereby formally terminated.

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

HELM FINANCIAL CORPORATION

By: Barbara Wilson

Print Name: Barbara W. Wilson

Title: Senior Vice President and
Chief Financial Officer

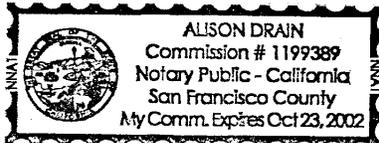


STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 3rd, 2008, before me, Alison Drain, personally appeared
Barbara W. Wilson, Senior Vice President and Chief Financial Officer of
HELM FINANCIAL 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.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Termination of Schedule dated as of December 28, 2000.

The Units:

Equipment Description:

Eleven (11), 3,000 horsepower, SD40-3 locomotives equipped with extended range dynamic brakes. Re-manufactured in 1996.

Reporting Mark & Number:

1. HLCX 6059
2. HLCX 6061
3. HLCX 6062
4. HLCX 6063
5. HLCX 6064
6. HLCX 6065
7. HLCX 6066
8. HLCX 6067
9. HLCX 6068
10. HLCX 6069
11. HLCX 6070