

HELM-PACIFIC LEASING
JOINT VENTURE

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



February 15, 2001

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

RE: Termination of Lease of Railroad Equipment dated February 6, 2001
("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: Rio Bravo Poso, Rio Bravo Jasmin &
Mt. Poso Cogeneration Company
10000 Stockdale Highway, Suite 100
Bakersfield, California 93311

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

Termination of Lease of Railroad Equipment dated February 6, 2001, between **Helm-Pacific Leasing** as Lessor and **Rio Bravo Poso, Rio Bravo Jasmin and Mt. Poso Cogeneration Company**, collectively, as Lessee, covering ninety (90) railcars from within the series **HLMX 40001 - 40431** (ni).

Please file this Termination as a secondary document to Recordation No. **19646** filed on October 3, 1995 at 3:05 p.m. and return **two (2)** stamped originals to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

Yours truly,

Handwritten signature of Alison Drain in cursive.

Alison Drain
Document Administrator

RECORDATION NO. 19646-A FILED

FEB 28 '01 12:09 PM

TS
SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated February 6, 2001 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

- 1. Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of March 1, 1995 ("Lease"), with RIO BRAVO POSO, a California general partnership, RIO BRAVO JASMIN, a California general partnership, and MT. POSO COGENERATION COMPANY, a California limited partnership (collectively "Lessee"), with respect to the ninety (90) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission), under STB Recordation No. 19646 filed on October 3, 1995 at 3:05 p.m.

The Lease was terminated as of October 31, 2000. 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: *David R. Eckles*
Name: David R. Eckles
Title: President

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

By: *Joseph E. O'Connor, Jr.*
Name: Joseph E. O'Connor, Jr.
Title: President

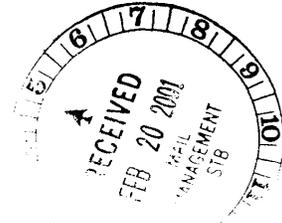


RECORDATION NO. 19646-A FILED

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SURFACE TRANSPORTATION BOARD

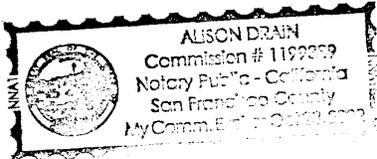
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)



On February 15th, 2001, 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]

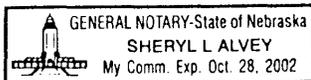
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On February 9, 2001, 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 Lease of Railroad Equipment dated February 6, 2001.

THE UNITS

Equipment Description:

Ninety (90), one hundred (100) ton, 3600 cubic foot, four (4) pocket, open top hopper railcars equipped with 45 degree slope sheets.

Unit Numbers:

HLMX 40001, 40008, 40016, 40018, 40038, 40040, 40055, 40057,
40060, 40069, 40076, 40077, 40079, 40081, 40083, 40095,
40097, 40098, 40099, 40100, 40101, 40102, 40103, 40104,
40105, 40106, 40107, 40108, 40109, 40110, 40111, 40112,
40113, 40114, 40115, 40116, 40117, 40118, 40119, 40121,
40122, 40123, 40126, 40128, 40148, 40153, 40154, 40156,
40182, 40186, 40190, 40193, 40194, 40212, 40236, 40249,
40254, 40255, 40256, 40258, 40275, 40279, 40296, 40299,
40318, 40324, 40341, 40343, 40344, 40347, 40349, 40355,
40363, 40366, 40369, 40371, 40375, 40382, 40387, 40390,
40392, 40393, 40396, 40399, 40407, 40412, 40416, 40418,
40424, 40431