**OSTER**
**Researching Services**
12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

RECORDATION NO. 18177-A FILED

JUL 17 '01 1-29 PM

TS

SURFACE TRANSPORTATION BOARD

July , 2001

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Lease dated 7/11/01 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment: 177, Open-top Hoppers
DRGW 40120-40430, 222003-223093, NT

Please record this agreement as a supplement document to STB Recordation #18177. The filing fee of $28 is enclosed.

Summary: Termination of Lease dated 7/11/01 between Helm Financial Corporation as Lessor and Union Pacific Railroad as Lessee for 177 Open-top Hoppers, DRGW 40120-40430, 222003-223093, NT, to be filed as a supplement agreement to STB Recordation #18177.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

TERMINATION OF LEASE

**THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT** (**"Termination"**) is dated as of July 11, 2001 by **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**).

1. **Recitals.** Lessor entered into the Use Agreement dated as of February 24, 1993 (**"Lease"**) with Southern Pacific Transportation Company, a Delaware corporation, with respect to the one hundred seventy-seven (177) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) (**"STB"**) under STB Recordation No. 18177 filed on March 23, 1993 at 2:50 PM.

The Lease was terminated on February 28, 1994. 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.

**HELM FINANCIAL CORPORATION**

By: Barbara W. Wilson

Name: Barbara W. Wilson
Title: Senior Vice President and
Chief Financial Officer

RECORDATION NO. 18177-A FILED

JUL 17 '01 1-29 PM

SURFACE TRANSPORTATION BOARD

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

On July 11th, 2001, 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.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

## SCHEDULE A

**To the Termination of Lease dated July 11, 2001**

**Equipment Description:**

One hundred seventy-seven (177)) open top hopper railcars.

| | Unit Number | | | Unit Number | | | Unit Number | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | DRGW | 40120 | 51 | DRGW | 40408 | 101 | DRGW | 222330 | 151 | DRGW | 222836 |
| 2 | DRGW | 40124 | 52 | DRGW | 40409 | 102 | DRGW | 222348 | 152 | DRGW | 222844 |
| 3 | DRGW | 40125 | 53 | DRGW | 40410 | 103 | DRGW | 222356 | 153 | DRGW | 222852 |
| 4 | DRGW | 40127 | 54 | DRGW | 40414 | 104 | DRGW | 222364 | 154 | DRGW | 222861 |
| 5 | DRGW | 40139 | 55 | DRGW | 40415 | 105 | DRGW | 222372 | 155 | DRGW | 222879 |
| 6 | DRGW | 40140 | 56 | DRGW | 40417 | 106 | DRGW | 222381 | 156 | DRGW | 222887 |
| 7 | DRGW | 40150 | 57 | DRGW | 40419 | 107 | DRGW | 222399 | 157 | DRGW | 222895 |
| 8 | DRGW | 40151 | 58 | DRGW | 40420 | 108 | DRGW | 222402 | 158 | DRGW | 222909 |
| 9 | DRGW | 40152 | 59 | DRGW | 40421 | 109 | DRGW | 222411 | 159 | DRGW | 222917 |
| 10 | DRGW | 40155 | 60 | DRGW | 40422 | 110 | DRGW | 222429 | 160 | DRGW | 222925 |
| 11 | DRGW | 40157 | 61 | DRGW | 40423 | 111 | DRGW | 222437 | 161 | DRGW | 222933 |
| 12 | DRGW | 40158 | 62 | DRGW | 40425 | 112 | DRGW | 222445 | 162 | DRGW | 222941 |
| 13 | DRGW | 40167 | 63 | DRGW | 40426 | 113 | DRGW | 222453 | 163 | DRGW | 222950 |
| 14 | DRGW | 40180 | 64 | DRGW | 40427 | 114 | DRGW | 222461 | 164 | DRGW | 222968 |
| 15 | DRGW | 40181 | 65 | DRGW | 40428 | 115 | DRGW | 222470 | 165 | DRGW | 222976 |
| 16 | DRGW | 40183 | 66 | DRGW | 40429 | 116 | DRGW | 222488 | 166 | DRGW | 222984 |
| 17 | DRGW | 40184 | 67 | DRGW | 40430 | 117 | DRGW | 222496 | 167 | DRGW | 222992 |
| 18 | DRGW | 40185 | 68 | DRGW | 222003 | 118 | DRGW | 222500 | 168 | DRGW | 223000 |
| 19 | DRGW | 40187 | 69 | DRGW | 222011 | 119 | DRGW | 222518 | 169 | DRGW | 223018 |
| 20 | DRGW | 40188 | 70 | DRGW | 222020 | 120 | DRGW | 222526 | 170 | DRGW | 223026 |
| 21 | DRGW | 40189 | 71 | DRGW | 222038 | 121 | DRGW | 222534 | 171 | DRGW | 223034 |
| 22 | DRGW | 40191 | 72 | DRGW | 222046 | 122 | DRGW | 222542 | 172 | DRGW | 223042 |
| 23 | DRGW | 40192 | 73 | DRGW | 222054 | 123 | DRGW | 222551 | 173 | DRGW | 223051 |
| 24 | DRGW | 40195 | 74 | DRGW | 222062 | 124 | DRGW | 222569 | 174 | DRGW | 223069 |
| 25 | DRGW | 40196 | 75 | DRGW | 222071 | 125 | DRGW | 222577 | 175 | DRGW | 223077 |
| 26 | DRGW | 40197 | 76 | DRGW | 222089 | 126 | DRGW | 222585 | 176 | DRGW | 223085 |
| 27 | DRGW | 40219 | 77 | DRGW | 222097 | 127 | DRGW | 222593 | 177 | DRGW | 223093 |
| 28 | DRGW | 40228 | 78 | DRGW | 222101 | 128 | DRGW | 222607 | | | |
| 29 | DRGW | 40251 | 79 | DRGW | 222119 | 129 | DRGW | 222615 | | | |
| 30 | DRGW | 40252 | 80 | DRGW | 222127 | 130 | DRGW | 222623 | | | |
| 31 | DRGW | 40253 | 81 | DRGW | 222135 | 131 | DRGW | 222631 | | | |
| 32 | DRGW | 40257 | 82 | DRGW | 222143 | 132 | DRGW | 222640 | | | |
| 33 | DRGW | 40263 | 83 | DRGW | 222151 | 133 | DRGW | 222658 | | | |
| 34 | DRGW | 40268 | 84 | DRGW | 222160 | 134 | DRGW | 222666 | | | |
| 35 | DRGW | 40374 | 85 | DRGW | 222178 | 135 | DRGW | 222674 | | | |
| 36 | DRGW | 40386 | 86 | DRGW | 222186 | 136 | DRGW | 222682 | | | |
| 37 | DRGW | 40388 | 87 | DRGW | 222194 | 137 | DRGW | 222691 | | | |
| 38 | DRGW | 40389 | 88 | DRGW | 222208 | 138 | DRGW | 222704 | | | |
| 39 | DRGW | 40391 | 89 | DRGW | 222216 | 139 | DRGW | 222712 | | | |
| 40 | DRGW | 40394 | 90 | DRGW | 222224 | 140 | DRGW | 222721 | | | |
| 41 | DRGW | 40395 | 91 | DRGW | 222232 | 141 | DRGW | 222739 | | | |
| 42 | DRGW | 40397 | 92 | DRGW | 222241 | 142 | DRGW | 222747 | | | |
| 43 | DRGW | 40398 | 93 | DRGW | 222259 | 143 | DRGW | 222755 | | | |
| 44 | DRGW | 40400 | 94 | DRGW | 222267 | 144 | DRGW | 222763 | | | |
| 45 | DRGW | 40401 | 95 | DRGW | 222275 | 145 | DRGW | 222771 | | | |
| 46 | DRGW | 40402 | 96 | DRGW | 222283 | 146 | DRGW | 222780 | | | |
| 47 | DRGW | 40403 | 97 | DRGW | 222291 | 147 | DRGW | 222798 | | | |
| 48 | DRGW | 40404 | 98 | DRGW | 222305 | 148 | DRGW | 222801 | | | |
| 49 | DRGW | 40405 | 99 | DRGW | 222313 | 149 | DRGW | 222810 | | | |
| 50 | DRGW | 40406 | 100 | DRGW | 222321 | 150 | DRGW | 222828 | | | |