

HELM FINANCIAL CORPORATION

July 27, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 16423-C FILED

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

AUG 3 '01 11-51 AM
TS

SURFACE TRANSPORTATION BOARD

RE: Termination of Lease Agreement dated January 15, 2001 by Helm Financial Corporation, assignee of RCL Company as of December 15, 1999 ("Lease Termination").

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 Lease Termination.

In connection with the recording of the Lease 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

Equipment: 244 open top hopper railcars
CNW 791000-791283 (NI)

6 air dump hopper railcars
CNW 743000-743005

39 gondola railcars
745000-745045 (NI)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 16423 filed on July 13, 1989 at 9:10 AM. The filing fee of \$28,00 is included in our enclosed Check No. 45755 in the amount of \$140.00.

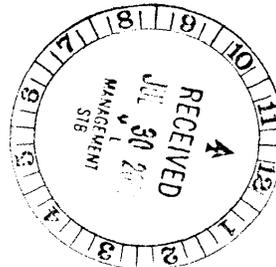
Summary: Termination of Lease Agreement dated January 15, 2001 by Helm Financial Corporation, as assigned by RCL Company as of December 15, 1999, for 244 open top hopper railcars, CNW 791000-791283 (NI); 6 air dump hopper railcars, CNW 743000-743005; and 39 gondola railcars, 745000-745045 (NI), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 16423.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

termination\upr033.stb



TERMINATION OF LEASE AND AGREEMENT

THIS TERMINATION OF LEASE AND AGREEMENT ("Termination") is dated January 15, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), as assigned by RCL Company as of December 15, 1999.

1. **Recitals.** Lessor entered into the Lease and Agreement dated as of June 1, 1989 ("Lease"), with UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with respect to the two hundred eighty-nine (289) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. Interstate Commerce Commission) ("STB"), under STB Recordation No. 16423 filed on July 13, 1989 at 9:10 a.m.

The Lease was terminated as of July 28, 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.

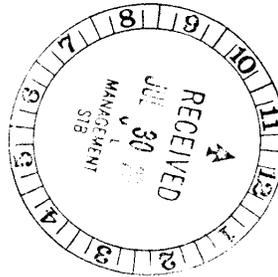
IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson

Print Name: Barbara W. Wilson

Title: Senior Vice President & CFO



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AUG 3 '01 11-51

SURFACE TRANSPORTATION BOARD

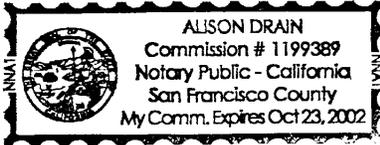
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 7th, 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.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Lease and Agreement dated January 15, 2001.

THE UNITS

Equipment Description:

Two hundred forty-four (244), 100-ton, 2,650 cubic foot capacity, open top hopper railcars equipped with longitudinal ballast-type doors; built by FMC Corporation in 1966.

Unit Mark and Numbers:

CNW 791000-791283 (Not Inclusive)

Equipment Description:

Six (6), 70-ton, 1,080 cubic foot capacity, air dump hopper railcars; built by DIFCO, Inc. in 1966.

Unit Mark and Numbers:

CNW 743000-743005

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Equipment Description:

Thirty-nine (39), 100-ton, 2,900 cubic foot capacity, 65-foot, gondola railcars equipped with fixed ends, wood floors, and 4'11" high sides; built by Magor Car Corporation in 1966.

Unit Mark and Numbers:

CNW 745000-745045 (Not Inclusive)