

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 18, 2001

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

RE: Termination of Lease and Agreement dated as of January 2, 2001 by Helm Financial Corporation, a California Corporation ("**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 Termination of Lease.

In connection with the recording of the Termination of Lease, 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: 2 Locomotives
HLCX 3950, HLCX 3951

Please record this Termination of Lease as a supplemental agreement to STB Recordation No. 20369-D filed on October 28, 1997 at 10:28 AM. The filing fee of \$28.00 is included in our enclosed Check No. 46555 in the amount of \$56.00.

Summary: Termination of Schedule No. 5 dated as of November 7, 1996 to the Master Locomotive Lease Agreement dated May 1, 1995 by Helm Financial Corporation for the locomotives marked HLCX 3950 and HLCX 3951, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 20369-D.

Yours truly,

Cecilia Mostaghim

Cecilia Mostaghim
Contract Administrator

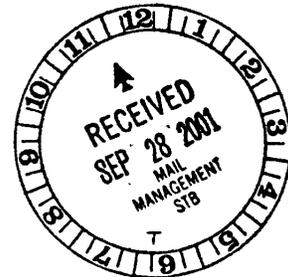
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Enclosures (2)

RECORDATION NO. 20369-T FILED

OCT 4 '01 10-31 AM

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SURFACE TRANSPORTATION BOARD



TERMINATION OF LEASE AND AGREEMENT

THIS TERMINATION OF LEASE AND AGREEMENT ("Termination") is dated as of January 2, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 5 dated as of November 7, 1996 to the Master Locomotive Lease Agreement dated May 1, 1995 with UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with respect to the two (2) locomotives bearing the reporting marks HLCX 3950 and HLCX 3951 (the "Lease"). 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. 20369-D filed on October 28, 1997 at 10:28 a.m.

The Lease was terminated as of January 2, 2001. 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

RECORDATION NO. 20369-T FILED

OCT 4 '01 10-31 AM

SURFACE TRANSPORTATION BOARD

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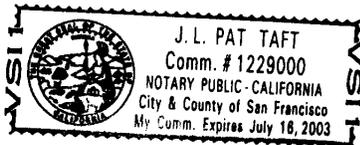
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 2, 2001, before me, Patricia Taft, 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.


SIGNATURE OF THE NOTARY

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