

HELM-PACIFIC LEASING
JOINT VENTURE

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

RECORDATION NO. 22991-A FILED

October 11, 2004

OCT 13 '04 8-15 AM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 by Helm-Pacific Leasing ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, 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 Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Georgia-Pacific Corporation
135 Peachtree Street N.E.
Atlanta, GA 50348-5605

Equipment: 36 Gondola Railcars
HLMX 147425-147521 (Not Inclusive)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 22991 filed on June 29, 2000 at 11:58 AM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 by Helm-Pacific Leasing for 36 gondola railcars, HLMX 147425-147521 (Not Inclusive), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 22991.

Yours truly,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Termination") is dated July 25, 2002 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of August 25, 1999 ("Lease"), with **Georgia-Pacific Corporation**, a Georgia corporation, with respect to the thirty-six (36) 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, under STB Recordation No. **22991** filed on June 29, 2000 at 11:58 AM.

The Lease was terminated as of October 31, 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.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: David R. Eckles
Name: David R. Eckles
Title: Chief Executive Officer

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

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

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

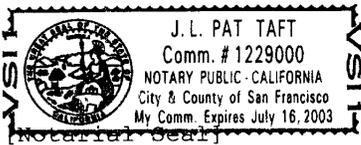
On August 13th, 2002, before me, J. L. Pat Taft, personally appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC CORPORATION**,

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.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

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

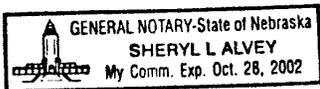
On August 9, 2002, before me, Sheryl L. Alvey, personally appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

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.



[Notarial Seal]

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Full Maintenance Lease Agreement
dated July 25, 2002

THE UNITS

Equipment Description:

Thirty-six (36), 100-ton capacity, 6048-6500 cubic foot, gondola railcars
with side doors.

Unit Numbers:

HLMX 147425
HLMX 147427
HLMX 147428
HLMX 147430
HLMX 147432
HLMX 147437
HLMX 147444
HLMX 147446
HLMX 147447
HLMX 147456
HLMX 147457
HLMX 147463
HLMX 147466
HLMX 147467
HLMX 147470
HLMX 147475
HLMX 147478
HLMX 147479
HLMX 147485
HLMX 147486
HLMX 147491
HLMX 147494
HLMX 147495
HLMX 147496
HLMX 147500
HLMX 147502
HLMX 147503
HLMX 147505
HLMX 147507
HLMX 147509
HLMX 147511
HLMX 147513
HLMX 147514
HLMX 147517
HLMX 147519
HLMX 147521