

HELM FINANCIAL CORPORATION

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April 19, 2005

RECORDATION NO. 16372-D FILED

APR 21 '05

4-05 PM



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD

RE: Termination of Lease of Railroad Equipment dated as of April 13, 2005 ("**Termination**") by Helm Financial Corporation

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.

In connection with the recording of the 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
1400 Douglas
Omaha, NE 68179-0001

Equipment: (8) GP40 Locomotives
UP 864-871 (Inclusive)

Please record this Termination of Lease of Railroad Equipment as a supplemental agreement to STB Recordation No. **16372** filed on June 1, 1989. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of April 13, 2005 by Helm Financial Corporation for 8 GP40 Locomotives; UP 864-871 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 16372.

Yours truly,

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

Sharon L. Van Fossan
Supervisor Contract Administration

/svf

Enclosures (2)

APR 21 '05

4-05 PM

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of April 13, 2005 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

RECITALS

- A. Lessor entered into the Lease of Railroad Equipment dated as of February 2, 1989 ("Lease") with **Union Pacific Railroad Company** ("Lessee"), a Utah corporation, with respect to the eight (8) locomotives as described in Schedule A attached hereto ("Units").
- B. The Lease is on file at the Surface Transportation Board of the Department of Transportation under Recordation No. **16372** filed on June 1, 1989.
- C. Lessor desires to execute this Termination to evidence for the public record the full termination of the Lease and of all the rights and obligations of Lessee with respect to the Units under the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Full Termination of Lease.** Lessor hereby declares for the public record that effective as of April 30, 1995 the Lease was formally fully terminated with respect to the Units.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Full Maintenance Lease Agreement 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 CFO

SCHEDULE A

To the Full Termination of Lease dated as of April 13, 2005

Description of the Units: Eight (8) General Motors EMD, 3,000 Horsepower, GP40 Locomotives.

Mark & Numbers

UP 864-871 (Inclusive)