

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

April 27, 2005

RECORDATION NO. 23931-A FILED



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

MAY 02 '05

4-45 PM

SURFACE TRANSPORTATION BOARD

RE: Termination of Full Maintenance Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing ("**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:

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-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: CSX Transportation, Inc.
500 Water Street, J-220
Jacksonville, FL 32202

Equipment: 90 Insulated Boxcars
CSXT 199800-199889

Please record this Termination as a supplemental agreement to STB Recordation No. 23931 filed on April 5, 2002 at 1:44 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Full Maintenance Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing, for 90 insulated boxcars, CSXT 199800-199889, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 23931.

Yours truly,

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

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Termination") is dated as of April 15, 2005 by **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Lessor**").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of July 13, 1999 ("**Lease**") with **CSX TRANSPORTATION, INC.**, a Virginia corporation, with respect to the ninety (90) 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. **23931** filed on April 5, 2002 at 1:44 PM.

The Lease was terminated on March 20, 2003. The purpose of this Termination 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 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: **Union Pacific Venture Leasing, Incorporated,**
a General Partner

By: John F. Dains
Name: John F. Dains
Title: President

By: Edward J. Weber
Name: Edward J. Weber
Title: President

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SURFACE TRANSPORTATION BOARD

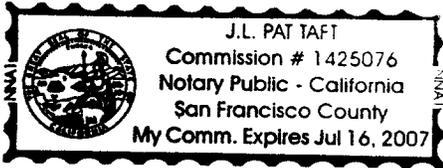
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 15th, 2005, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM-PACIFIC 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.



J. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

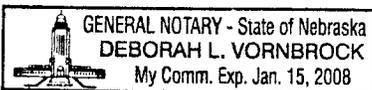
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On April 21, 2005, before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

___ personally known to me -OR-
X 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.



Deborah L. Vornbrock
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

**To the Termination of Lease
dated April 15, 2005**

Car Description: Ninety (90), 70-ton, 50', Plate B, Grade A, insulated boxcars with two (2) one piece bulkheads, either double or single plug doors and a minimum interior width of 9'2", a minimum interior height of 9'11" and a minimum interior length of 49'6".

Car Marks and Numbers: CSXT 199800-199889