

HELM FINANCIAL CORPORATION

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

June 13, 2000

RECORDATION NO. 20369-P FILED

JUN 19 '00 3-30 PM
Ts
SURFACE TRANSPORTATION BOARD



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

RE: Termination of Schedule No. 7 dated as of June 5, 2000 ("Termination"), by Helm Financial Corporation ("Lessor").

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 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: Forty-seven (47) locomotives as more fully described in Exhibit A attached hereto.

Previous STB Filing: Memorandum of Locomotive Lease evidencing **Schedule No. 7** filed on October 28, 1997 at 10:28 a.m. under Recordation No. **20369-F**.

Please file this Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

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JUN 19 '00 3-30 PM

TERMINATION OF SCHEDULE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE ("Termination") is dated as of June 5, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 7 dated as of November 20, 1996 to it's Master Locomotive Lease Agreement dated as of May 1, 1995 ("Lease") with the UNION PACIFIC RAILROAD COMPANY, a Nebraska corporation ("Lessee"), with respect to the forty-seven (47) locomotives described in Exhibit A attached hereto ("Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20369-F filed on October 28, 1997 at 10:28 a.m.

The Lease was terminated as of September 30, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease for the Units is hereby formally terminated.

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

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

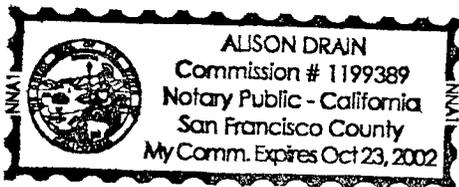
Title: Senior Vice President and Chief Financial Officer

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

On June 15th, 2000, before me, Alison Drain, personally appeared John F. Dains, 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.

Alison Drain

SIGNATURE OF THE NOTARY

EXHIBIT A

To the Termination of Schedule dated as of June 5, 2000.

The Units:

1. Group A Units

Equipment Description:

Twenty-five (25), 3000 horsepower, SD40-2 locomotives equipped with dynamic brakes.

Reporting Marks & Numbers:

MPI 9023, MPI 9024, MPI 9025, MPI 9026, MPI 9027, MPI 9028, MPI 9029, MPI 9037, MPI 9038, MPI 9039, MPI 9040, MPI 9041, MPI 9042, MPI 9043;

MKCX 9030, MKCX 9031, MKCX 9032, MKCX 9033, MKCX 9034, MKCX 9035, MKCX 9036, MKCX 9044, MKCX 9045, MKCX 9046, MKCX 9047.

2. Group B Units

Equipment Description:

Sixteen (16), 3000 horsepower, SD40-2 locomotives equipped with dynamic brakes.

Reporting Marks & Numbers:

MKCX 9001, MKCX 9003, MKCX 9004, MKCX 9005, MKCX 9006, MKCX 9008, MKCX 9009, MKCX 9010, MKCX 9012, MKCX 9013, MKCX 9014, MKCX 9015, MKCX 9016, MKCX 9017, MKCX 9018, MKCX 9019.

3. Group C Units

Equipment Description:

Six (6) SD40-2 and three (3) SD40-3, 3000 horsepower locomotives equipped with dynamic brakes.

Reporting Marks

<u>& Numbers:</u>	<u>Type:</u>
MKCX 9412	SD40-2
MKCX 9420	SD40-2
HLCX 6072	SD40-3
HLCX 6073	SD40-3
HLCX 6502	SD40-3
HLCX 6296	SD40-2
HLCX 6297	SD40-2
HLCX 6298	SD40-2
HLCX 6299	SD40-2