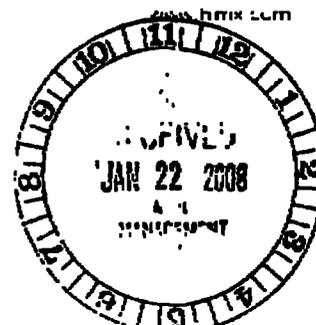


HELM FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111
415/398-1510 FAX 415/398-4818



Via U.S.P.S. Priority Mail

January 16, 2008

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

RE: TERMINATION ("Termination") dated as of January 16, 2008 and effective as of September 1, 2007, and executed by HELM FINANCIAL CORPORATION, a California corporation ("Helm").

Dear Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated there under the following document:

Three (3) fully executed original copies of the above referenced Termination.

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

Name and Address for Helm: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Equipment: Nine (9), GP38-3 Locomotives: UP 2417-2562 n.i., SP 4873.

Please record this Termination as a supplement agreement to STB Recordation No. 20369-M filed on July 19, 1999 at 1:00 p.m. Helm's check covering the \$35.00 filing fee is enclosed.

Summary: TERMINATION dated as of January 16, 2008 and effective as of September 1, 2007, and executed by HELM FINANCIAL CORPORATION, a California corporation for a total of nine (9) GP38-3 locomotives within series UP 2417-2562 n.i. and SP 4873.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

RECORDATION NO. 20369-X FILED

JAN 22 '08

11-32 PM

SURFACE TRANSPORTATION BOARD

JAN 22 '08

11-32 PM

TERMINATION

SURFACE TRANSPORTATION BOARD

THIS TERMINATION ("Termination") is dated as of January 16, 2008 and effective as of September 1, 2007, and executed by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into a Master Lease Agreement dated as of May 1, 1995 ("**Master Lease**") and Schedule No. 16 thereto dated as of July 29, 1996 ("**Schedule No. 16**") with The Union Pacific Railroad Company, a Delaware corporation, with respect to the nine (9) GP38-3 locomotives described in **Annex A** attached hereto ("**Units**"). Schedule No. 16 was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 20369-M on July 19, 1999 at 1:00 p.m.

The purpose of this Termination is to provide a formal record for filing with the STB that Schedule No. 16 has been terminated with respect to the Units.

2. **Termination.** Schedule No. 16 and any other documents recorded under STB Recordation No. 20369-M with respect to the Units are hereby formally terminated.

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

HELM FINANCIAL CORPORATION

By: 
Name: John F. Dains
Title: CEO

**STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO**

On January 16th, 2008 before me, J. L. Pat Taft, personally appeared John F. Dains, Chief Executive Officer of Helm Financial Corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person(s), or the entity upon behalf of which the person acted, executed the instrument.

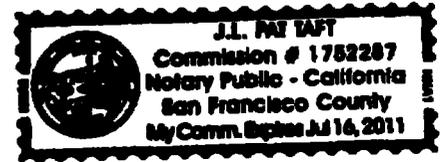
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



(Seal)



ANNEX A

To the Termination dated effective as of September 1, 2007

The Units:

Description of Units: Nine (9), 2,000 horsepower, GP38-3 locomotives equipped with extended range dynamic brakes and Woodward CLC, rebuilt in 1996, 1997 and 1998.

**Reporting Mark
and Numbers:**

UP 2417
UP 2425
UP 2523
UP 2424
UP 2525
UP 2526
UP 2551
UP 2562
SP 4873

Prior Marks:

CSXT 2049
NS 2812
CSXT 6649
CSXT 6540
HLCX 4050
UP 581
UP 867
UP 880
CSXT 2177

CM