

HELM FINANCIAL CORPORATION

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

18872-A

VIA AIR COURIER

May 16, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Termination of Lease of Railroad Equipment dated as of November 28, 1994
("Termination of Lease") by Helm Financial Corporation.

Dear Ms. Lee:

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 Termination of Lease dated November 28, 1994 by Helm Financial Corporation.

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

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

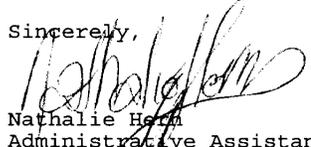
Name and Address of Lessee: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Equipment: Twenty-five (25) insulated boxcars bearing the reporting marks and numbers CR 377000-377024

Previous ICC Filing: Memorandum of Lease filed on July 1, 1994 under Recordation No. 18872.

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed check.

Sincerely,


Nathalie Horn
Administrative Assistant

/nh
Enclosures (2)

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TERMINATION AGREEMENT

THIS AGREEMENT ("Agreement") to terminate the Lease of Railroad Equipment dated as of December 22, 1993 (the "Lease") between HELM FINANCIAL CORPORATION ("Lessor") and CONSOLIDATED RAIL CORPORATION ("Lessee") is made as of November 28, 1994.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the twenty-five (25) insulated boxcars bearing the reporting mark and numbers CR 377000-377024 (the "Unit(s)") were leased by Lessor to Lessee.
- B. The parties desire to terminate the Lease and enter into a new agreement with respect to the Units.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. The term of the Lease for the Units shall terminate on the date the Lease of Railroad Equipment dated as of November 28, 1994, that is identified by Lease Number CRC009.00, and the Lease of Railroad Equipment dated as of November 29, 1994, that is identified by Lease Number CRC010.00, are fully executed by Lessor and Lessee ("Termination Date").
- 2. Any obligations under the Lease with respect to any Unit incurred prior to the Termination Date for such Unit shall survive the termination of the Lease for such Unit. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due corporate authority has caused these presents to be signed in its respective corporate name on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CONSOLIDATED RAIL CORPORATION

By: *[Signature]*
 Title: President

By: *[Signature]*
 Title: Director - Pricing

Date: February 23, 1995

Date: December 22, 1994

[Handwritten mark]

