

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

November 1, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

20062-A

J. ...

RE: Termination of Lease of Railroad Equipment dated as of October 10, 1996 ("**Termination of Lease**") 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 Termination of Lease dated October 10, 1996 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 3700
San Francisco, CA 94111

Name and Address of Lessee: CSX Transportation, Inc.
550 Water Street, J-430
Jacksonville, FL 32202

Equipment: Nine (9) locomotives (See Schedule A for reporting marks and numbers.)

Previous ICC Filing: Memorandum of Lease filed on May 16, 1996 under Recordation No.
20062

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$22.00 is included in the enclosed check.

Sincerely,

Chris Dilley
Chris Dilley
Administrative Assistant

/cpd
Enclosures

20062-A

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of October 10, 1996 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

- 1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of March 13, 1996 (the "Lease") with CSX Transportation, Inc., a Virginia corporation, with respect to the nine (9) locomotives described in Schedule A attached hereto (the "Units"). The Memorandum of Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 20062 filed on May 16, 1996 at 3:25 pm.

The Lease was terminated on August 31, 1996. The purpose of this Termination of Lease 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 of Lease to be signed in its corporate name on the date indicated below its signature.

HELM FINANCIAL CORPORATION

CD By: John Helms

Title: Senior Vice President & CFO

Date: October 10, 1996

CD

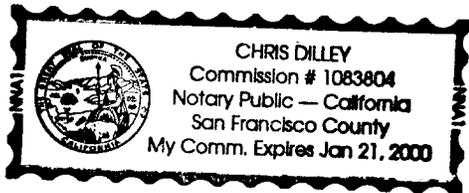
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 10, 1996, before me, Chris Dilley
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.

Witness my hand and official seal.



Chris Dilley
SIGNATURE OF THE NOTARY

SCHEDULE A

THE UNITS

Unit Reporting

Mark & Number:

Type:

HLCX 4050	GP40
HLCX 4051	GP40
HLCX 4052	GP40
HLCX 4053	GP40
HLCX 4054	GP40
HLCX 4055	GP40
HLCX 3616	GP38
HLCX 3618	GP38
HLCX 3676	GP38