

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

RECORDATION NO. 17606 FILED ^B

August 1, 1997

AUG 4 '97 12-06 PM

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

RE: Termination of Railcar Lease Agreement dated as of July 10, 1997 by Helm Financial Corporation ("Lease Termination").

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 Lease 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: New Hampshire and Vermont
Railroad Company
RFD1 Box 790
Stafford Ave
Morrisville, VT 05661

Equipment: Eighty-three (83) railcars, as more fully described in the attached Schedule A to the Lease Termination.

Previous STB Filings: Memorandum of Railcar Lease Agreement filed on November 26, 1991 under Recordation No. 17606;
Amendment No. 1 filed on October 15, 1993 under Recordation No. 17606.

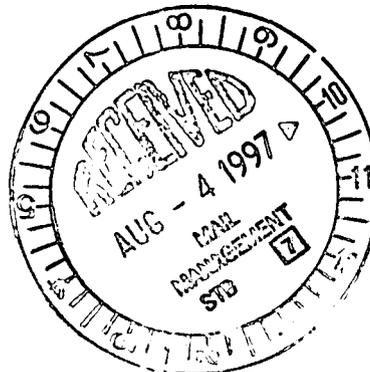
Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)



OFFICE OF THE SECRETARY

Derrick Mapin
Document Administrator
Helm Financial Corporation
San Francisco, CA., 94111

DATE: 8/4/97

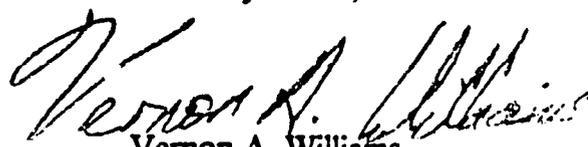
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 8/4/97 at 12:06PM, and

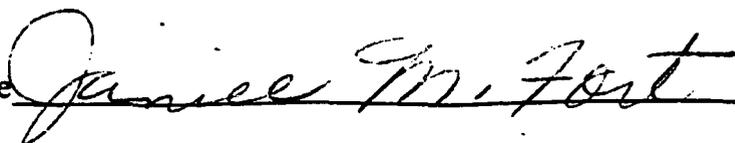
assigned recordation number(s) 15531-A, 15543-A, 15622-G, 15663-C, 15712-A, 16526-A, 16668-E, 16738-P, 17011-A, 17466-B, 17564-B, 17605-A, 17606-B, 17904-A, 18287-A, 18391-A, 18472-B, 18474-A, 19328-A, 19472-A and 19528-A

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 504.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature 

TERMINATION OF LEASE

AUG 4 '97 12-06PM

THIS TERMINATION OF RAILCAR LEASE AGREEMENT ("Termination") is dated as of July 10, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Railcar Lease Agreement dated as of September 1, 1990, as amended ("Lease"), with New Hampshire and Vermont Railroad Company, a Florida corporation, with respect to the eighty-three (83) railcars described in Schedule A attached hereto. The Lease and Amendment No. 1 thereto are on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation No. 17606 filed on November 26, 1991 and under STB Recordation No. 17606-A filed on October 15, 1993 at 1:40 p.m., respectively.

The Lease and Amendment No. 1 were terminated on January 31, 1997. 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 as of the date first written above.

HELM FINANCIAL CORPORATION

By: *John F. Dains*

Print Name: John F. Dains

Title: Senior Vice President & CFO

ph

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

On July 16, 1997, before me, Patrick M. Hapin - ^{Notary} _{Public}
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

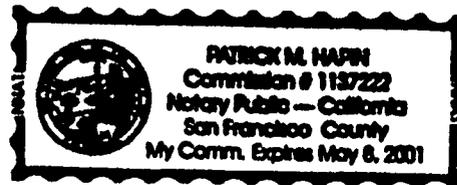
personally known to me -OR-

— 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.

Patrick M. Hapin
SIGNATURE OF THE NOTARY

[NOTARIAL SEAL]



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SCHEDULE A

Description of the Units:

Eighty-three (83), 50'6", 70-ton rigid XM boxcars.

Unit Numbers:

NHVT 401001, 401006, 401014, 401024, 401028, 401029, 401034, 401036,
401040, 401043, 401046, 401049, 401050, 401052, 401054, 401056,
401058, 401060, 401063, 401064, 401066, 401067, 401069-41072, 401074-
401079, 401081, 401085, 401086, 401088-401093, 401095, 401103, 401117,
401119, 401127, 401130-401133, 401136-401138, 401140, 401144-401146,
401148, 401150-401152, 401155-401157, 401159-401162, 401166, 401169,
401172, 401178, 401181, 401185, 401186, 401188, 401189, 401192-401195,
401197, 401198.

ph