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HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

December 20, 1995

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

RECORDATION NO. 16563-A FILED '95
DEC 27 1995 - 9 20 AM
INTERSTATE COMMERCE COMMISSION

RE: Termination of Lease of Railroad Equipment dated as of December 15, 1995 ("**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 December 15, 1995 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: Massachusetts Central Railroad Corporation
One Wilbraham Street
Palmer, MA 01069

Equipment: One (1) GP7 diesel electric locomotive numbered ATSF 2069

Previous ICC Filing: Lease filed on September 29, 1989 under Recordation No. 16563

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,



Chris Dilley
Administrative Assistant

/cd
Enclosures (2)

DEC 22 9 16 AM '95
LICENSES & TRAINING

TERMINATION OF LEASE

RECORDATION NO. 16563-A
FILED 10/26
DEC 27 1995 - 9 20 AM
INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE, dated as of December 15, 1995, by Helm Financial Corporation, a California corporation ("Helm").

1. **Recitals:** Helm entered into a Locomotive Lease Agreement dated as of September 25, 1989 (the "Lease") with Massachusetts Central Railroad Corporation. The Lease is on file at the Interstate Commerce Commission ("ICC") under ICC Recordation Number 16563. The Lease was terminated on August 6, 1990. The purpose of this Termination of Lease is to provide a formal termination document for filing with the ICC.

2. **Termination:** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Helm, pursuant to due authority, has executed this Termination of Lease as of the date first written above.

By: 
Title: President
Date: 12/15/95

EXHIBIT A
to
Memorandum of Lease

NUMBER OF CARS: Sixteen (16) Cars

DESCRIPTION OF CARS: 5 Unit Articulated Twin Stack Container Cars

CAR NUMBERS: MCER5110 – MCER5125

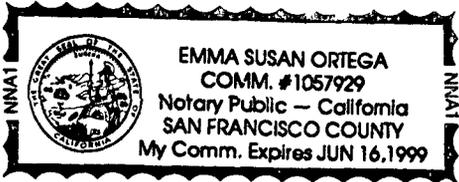
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On December 15, 1995, before me, Emma S. Ortega personally appeared Richard C. Kirchner, President 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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]