

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4818

October 29, 1998

RECORDED 18871 FILED A
NOV 3 '98 1:38PM

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

RE: Termination of Rail Car Lease Agreement dated as of March 3, 1994 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

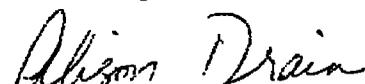
Name and Address of Lessee: Columbia & Cowlitz Railway
P.O. Box 209
Longview, WA 98632

Equipment: Eleven (11) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Rail Car Lease Agreement filed on July 1, 1994 at 2:30 p.m. under Recordation No. 18871.

Please file this Lease Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,


Allison Drain
Document Administrator

/ad
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 11/3/98

Alison Drain
Helm Financial Corporation
One Embarcadero Center, Ste. 3700
San Francisco, CA., 94111

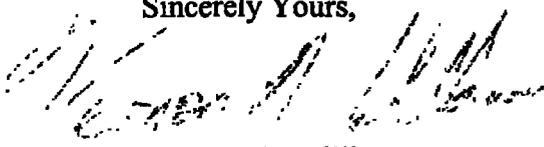
Dear Sir

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

and 49 CFR 1177.3(c), on 11/3/98 at 1:38 PM, and

assigned recordation number(s). 21768, 21769, 18250-B, 18871-A, 19286-C, 19875-A.
19940-A, 19981-B, 20537-A and 21560-A.

Sincerely Yours,

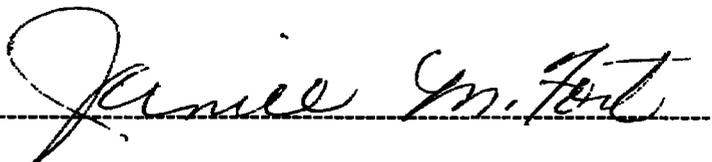

Vernon A. Williams

Enclosure(s)

260.00

\$_____ 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 _____



RECORDATION NO 18871-A FILED

TERMINATION OF LEASE NOV '98 1:38 PM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of September 30, 1998 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of March 3, 1994 ("Lease") with Columbia & Cowlitz Railway Company, a Delaware corporation, with respect to the eleven (11) boxcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 18871 filed on July 1, 1994 at 2:30 pm.

The Lease was terminated on February 28, 1998. 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 above written.

HELM FINANCIAL CORPORATION

an By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

an

SCHEDULE A

To the Termination of Lease dated as of September 30, 1998

Equipment Description:

Eight (8), 50'7", 9'6", 100-ton, plate F boxcars with 15" end of car cushioning, 16' by 12'3" plug doors and 50K nailable steel floors; manufactured by Union Pacific Omaha Shop in 1978.

Unit Numbers:

CLC 355202
355219
355224
355237
355238
355247
355248
355266

Equipment Description:

Three (3), 50'7", 9'6", 100-ton, plate F boxcars with 15" end of car cushioning, 16' by 12'3" plug doors and 50K nailable steel floors; manufactured by Pacific Car and Foundry in 1975.

Unit Numbers:

CLC 355101
355116
355185

aw