HELM
FINANCIAL CORPORATION

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

September 12, 2000

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

RE: Termination of Full Maintenance Lease Agreement dated September 12, 2000 (**"Termination"**), by **Helm Financial Corporation** (**"Lessor"**).

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 Termination.

In connection with the recording of the 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: Southwestern Electric Power Company
5552 Perkins Road
Alliance, NB 69301

A short summary of the document to appear in the index follows:

Termination of Full Maintenance Lease Agreement dated September 12, 2000, between Helm Financial Corporation as Lessor and Southwestern Electric Power Company as Lessee covering 103 railcars within the series HLMX 147100 - 147202.

Please file this Termination as a supplementary document to Recordation No. **21572** filed on August 10, 1998 at 11:19 a.m. and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars ($26.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 21572-A FILED
SEP 26 '00 2-15 PM
SURFACE TRANSPORTATION BOARD

SEP 26 11 32 AM '00
RECEIVED
SURFACE TRANSPORTATION BOARD

stb/termlse/css001.trm ad/09/12/00

TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT (**"Termination"**) is dated September 12, 2000 by **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**).

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of April 30, 1998 (**"Lease"**), with **SOUTHWESTERN ELECTRIC POWER COMPANY**, a Delaware corporation, with respect to the one hundred three (103) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (**"STB"**), under STB Recordation No. **21572** filed on August 10, 1998 at 11:19 a.m.

   The Lease was terminated as of July 23, 1999. 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

By: _____

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 21572-A FILED

SEP 26 '00 2-15 PM

SURFACE TRANSPORTATION BOARD

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

On September 25, 2000, before me, Alison Drain, 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.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

terminat/lease/css001.trm ad/09/12/00

SCHEDULE A

To the Termination of Full Maintenance Lease Agreement dated September 12, 2000.

THE UNITS

Equipment Description: 103, 100-ton roller bearing, 4,200 c.f.c., carbon steel, 53'1" extreme length gondola railcars; built by FMC in 1979-1980.

	Old Initial	Old Number	New Initial	New Number		Old Initial	Old Number	New Initial	New Number
1	CCTX	1001	HLMX	147100	53	CCTX	1186	HLMX	147152
2	CCTX	1009	HLMX	147101	54	CCTX	1189	HLMX	147153
3	CCTX	1012	HLMX	147102	55	CCTX	1190	HLMX	147154
4	CCTX	1015	HLMX	147103	56	CCTX	1192	HLMX	147155
5	CCTX	1017	HLMX	147104	57	CCTX	1195	HLMX	147156
6	CCTX	1018	HLMX	147105	58	CCTX	1200	HLMX	147157
7	CCTX	1019	HLMX	147106	59	CCTX	1210	HLMX	147158
8	CCTX	1022	HLMX	147107	60	CCTX	1214	HLMX	147159
9	CCTX	1025	HLMX	147108	61	CCTX	1216	HLMX	147160
10	CCTX	1031	HLMX	147109	62	CCTX	1219	HLMX	147161
11	CCTX	1032	HLMX	147110	63	CCTX	1221	HLMX	147162
12	CCTX	1035	HLMX	147111	64	CCTX	1222	HLMX	147163
13	CCTX	1037	HLMX	147112	65	CCTX	1223	HLMX	147164
14	CCTX	1041	HLMX	147113	66	CCTX	1224	HLMX	147165
15	CCTX	1056	HLMX	147114	67	CCTX	1225	HLMX	147166
16	CCTX	1059	HLMX	147115	68	CCTX	1226	HLMX	147167
17	CCTX	1060	HLMX	147116	69	CCTX	1232	HLMX	147168
18	CCTX	1061	HLMX	147117	70	CCTX	1233	HLMX	147169
19	CCTX	1063	HLMX	147118	71	CCTX	1236	HLMX	147170
20	CCTX	1064	HLMX	147119	72	CCTX	1237	HLMX	147171
21	CCTX	1065	HLMX	147120	73	CCTX	1238	HLMX	147172
22	CCTX	1068	HLMX	147121	74	CCTX	1239	HLMX	147173
23	CCTX	1070	HLMX	147122	75	CCTX	1245	HLMX	147174
24	CCTX	1079	HLMX	147123	76	CCTX	1247	HLMX	147175
25	CCTX	1089	HLMX	147124	77	CCTX	1257	HLMX	147176
26	CCTX	1090	HLMX	147125	78	CCTX	1258	HLMX	147177
27	CCTX	1100	HLMX	147126	79	CCTX	1260	HLMX	147178
28	CCTX	1101	HLMX	147127	80	CCTX	1262	HLMX	147179
29	CCTX	1107	HLMX	147128	81	CCTX	1266	HLMX	147180
30	CCTX	1119	HLMX	147129	82	CCTX	1267	HLMX	147181
31	CCTX	1122	HLMX	147130	83	CCTX	1272	HLMX	147182
32	CCTX	1123	HLMX	147131	84	CCTX	1276	HLMX	147183
33	CCTX	1125	HLMX	147132	85	CCTX	1279	HLMX	147184
34	CCTX	1126	HLMX	147133	86	CCTX	1280	HLMX	147185
35	CCTX	1130	HLMX	147134	87	CCTX	1287	HLMX	147186
36	CCTX	1131	HLMX	147135	88	CCTX	1288	HLMX	147187
37	CCTX	1132	HLMX	147136	89	CCTX	1290	HLMX	147188
38	CCTX	1135	HLMX	147137	90	CCTX	1291	HLMX	147189
39	CCTX	1138	HLMX	147138	91	CCTX	1293	HLMX	147190
40	CCTX	1142	HLMX	147139	92	CCTX	1295	HLMX	147191
41	CCTX	1144	HLMX	147140	93	CCTX	1298	HLMX	147192
42	CCTX	1149	HLMX	147141	94	CCTX	1307	HLMX	147193
43	CCTX	1152	HLMX	147142	95	CCTX	1308	HLMX	147194
44	CCTX	1155	HLMX	147143	96	CCTX	1313	HLMX	147195
45	CCTX	1158	HLMX	147144	97	CCTX	1324	HLMX	147196
46	CCTX	1164	HLMX	147145	98	CCTX	1327	HLMX	147197
47	CCTX	1167	HLMX	147146	99	CCTX	1337	HLMX	147198
48	CCTX	1173	HLMX	147147	100	CCTX	1342	HLMX	147199
49	CCTX	1174	HLMX	147148	101	CCTX	1343	HLMX	147200
50	CCTX	1177	HLMX	147149	102	CCTX	2002	HLMX	147201
51	CCTX	1179	HLMX	147150	103	CCTX	2003	HLMX	147202
52	CCTX	1183	HLMX	147151					