

HELM FINANCIAL CORPORATION

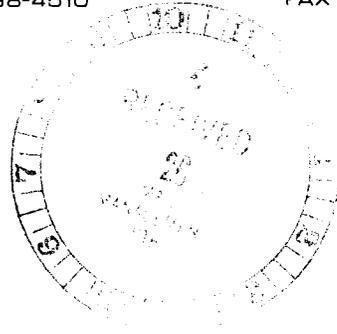
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 11, 2000

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



RE: Termination of Schedule to Locomotive Lease Agreement dated September 11, 2000 ("**Termination**"), by Helm Financial Corporation (as successor in interest to Helm-Atlantic Associates Limited Partnership) ("**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: Canadian Pacific Railway Company
Suite 400 Gulf Canada Square
401 9th Avenue SW.
Calgary, Alberta T2P 4Z4

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

Termination of Schedule to Locomotive Lease Agreement dated September 11, 2000, evidencing **Schedule No. 13** between Helm Financial Corporation as Lessor and Canadian Pacific Railway Company as Lessee covering 5 locomotives within the series HATX 800-805 (ni).

Please file this Termination as a supplementary document to Recordation No. **22016** filed February 4, 1999 at 9:00 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
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 22016-A FILED

SEP 26 '00 12-37 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
SURFACE TRANSPORTATION BOARD
SEP 26 11 32 AM '00
OFFICE OF THE SECRETARY

TERMINATION OF SCHEDULE TO LOCOMOTIVE LEASE AGREEMENT

THIS TERMINATION OF SCHEDULE TO LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated September 11, 2000 by HELM FINANCIAL CORPORATION, a California corporation, (as successor in interest to Helm-Atlantic Associates Limited Partnership) ("Lessor").

1. Recitals. Lessor entered into Schedule No. 13 dated as of April 15, 1998 to that certain Master Locomotive Lease Agreement dated as of March 1, 1994 ("Lease"), with CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation, with respect to the five (5) locomotives 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. 22016 filed on February 4, 1999 at 9:00 a.m.

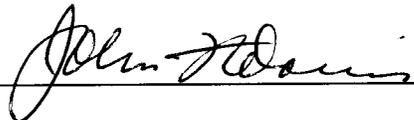
The Lease was terminated as of May 13, 2000. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

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. 22016-A FILED
SEP 26 '00 12:37 PM
SURFACE TRANSPORTATION BOARD

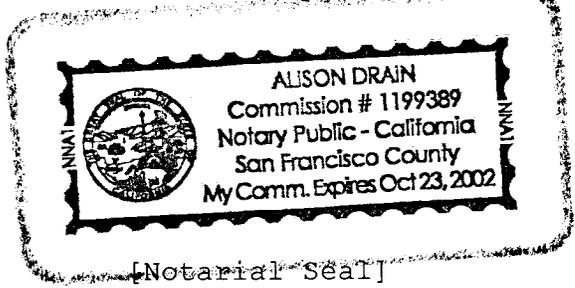
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

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.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

**To the Termination of Schedule to Locomotive Lease dated September 11,
2000.**

GROUP A UNITS

Equipment Description.

Five (5), EMD Model GP40-2, four axle, 3000 horsepower, diesel electric,
Woodward microprocessor controlled locomotives.

Unit Number

HATX 800
HATX 801
HATX 803
HATX 804
HATX 805