

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

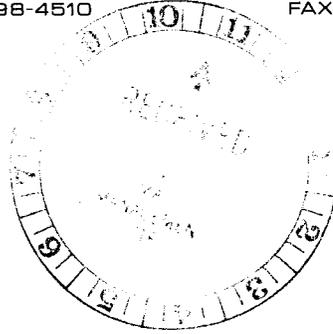
415/398-4510

FAX 415/398-4816

RECORDATION NO. 21201-C FILED

July 19, 2000

SEP 26 '00 2:50 PM



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

RE: Termination of Master Lease Agreement dated July 19, 2000 ("Termination"), between Helm Financial Corporation ("Lessor") and Winchester and Western Railroad Company ("Lessee").

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: Winchester and Western Railroad Company  
258 Elm Street  
New Canaan, CT 06840

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

This Termination of Master Lease Agreement evidencing **Schedule No. 1** dated May 26, 1996 between Helm Financial Corporation as Lessor and Winchester and Western Railroad Company as Lessee covering 10 boxcars within the series WW 2501-2510 is dated July 18, 2000.

Please file this Termination as a supplementary document to Recordation No. **21201** filed February 3, 1998 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

SEP 26 11 34 AM '00

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

stb/termise/wwr001.01

ad/07/19/00

21201-C

TERMINATION OF MASTER LEASE AGREEMENT

THIS TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of July 19, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Master Lease Agreement evidencing Schedule No. 1 dated as of May 26, 1996 to that certain Master Lease Agreement dated May 26, 1996 ("Lease") with Winchester and Western Railroad Company, a Virginia corporation, with respect to the ten (10) boxcars described in Schedule A attached hereto. The Memorandum of Master Lease Agreement is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21201 filed on February 3, 1998 at 1:50 p.m.

The Lease was terminated as of September 11, 1999. The purpose of this Termination 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 to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 21201-C FILED

SEP 26 '00 2:50 PM

SURFACE TRANSPORTATION BOARD

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

On ~~August~~ <sup>September 25</sup> 25, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of HELM FINANCIAL CORPORATION,

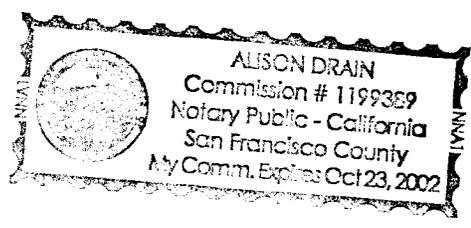
X personally known to me -OR-

\_\_\_ 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



[Notarial Seal]

SCHEDULE A

To the Termination of Master Lease Agreement dated July 19, 2000.

THE UNITS

Equipment Description:

Ten (10), 52'6", 70-ton RBL boxcars equipped with two (2) single air-pac bulkheads. Units built by FGE in 1979.

Unit Numbers:

WW 2501-2510