

HELM
FINANCIAL CORPORATION

August 14, 2002

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

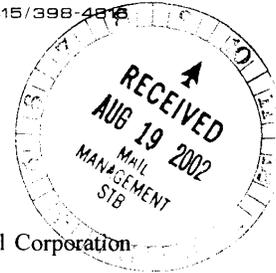
FAX 415/398-4816

RECORDED 22048-A FILED

AUG 19 '02

11-45 AM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Net Lease Agreement dated as of July 25 2002 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: CSX Transportation, Inc.
500 Water Street, J-220
Jacksonville, FL 32202

Equipment: 225 Open Top Hopper Railcars
HLMX 62700-62779; 84221-84370 (Non inclusive)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 22048 filed on March 3, 1999 at 10:00 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Net Lease Agreement dated July 25, 2002 by Helm Financial Corporation for 225 open top hopper railcars, HLMX 62700-62779; 84221-84370 (Non inclusive), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 22048.

Yours truly,

Handwritten signature of Sharon L. Van Fossan.

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF NET LEASE AGREEMENT

THIS TERMINATION OF NET LEASE AGREEMENT ("Termination") is dated July 25, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Net Lease Agreement dated as of May 27, 1994 ("Lease") with CSX Transportation, Inc., a Virginia corporation, with respect to the two hundred twenty-five (225) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation, under STB Recordation No. 22048 filed on March 3, 1999 at 10:00 AM.

The Lease was terminated as of September 14, 2001. 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.

LESSOR

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President and CFO

~~RECORDED~~ 22048-A ~~FILED~~

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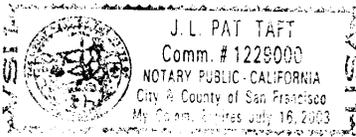
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 26th 2002, 2002, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, 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.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

**To the Termination of Net Lease Agreement
dated July 25, 2002**

THE UNITS

Equipment Description: Two hundred twenty-five (225), 4,000-4,126 cubic foot capacity, 100-ton, open top hopper railcars; manufactured by either Greenville Car Company in 1978 or Richmond Tank Car Company in 1975.

Unit Numbers: HLMX 62700-62727, 62729-62779, 84221-84249, 84251-84253, 84255-84333, 84335-84359, 84361-84370