

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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September 16, 2004

RECORDATION NO. 17359-1 FILED

SEP 20 '04

9-48 AM

SEP 17 2004
RECEIVED

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

SURFACE TRANSPORTATION BOARD

RE: Termination of Railroad Equipment Lease dated as of August 27, 2004 by Helm Financial Corporation ("**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 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: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Equipment: 65 Boxcars
CR 239725-239789 (Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 17359 filed on May 31, 1991 at 12:30 PM. The filing fee of \$30,00 is included in our enclosed check.

Summary: Termination of Railroad Equipment Lease dated as of August 27, 2004 by Helm Financial Corporation for 65 boxcars; CR 239725-239789 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 17359

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF RAILROAD EQUIPMENT LEASE

THIS TERMINATION OF RAILROAD EQUIPMENT LEASE ("Termination") is dated as of August 27, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor (as assignee of Helm Locomotive Leasing Corporation) entered into the Railroad Equipment Lease dated as of October 13, 1989, as amended ("**Lease**"), with **CONSOLIDATED RAIL CORPORATION**, a Pennsylvania corporation, with respect to the sixty-five (65) 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. **17359** filed on May 31, 1991 at 12:30 PM.

The Lease was terminated on June 4, 2002. 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

RECORDATION NO. 17359-D FILED
SEP 20 '04 9-48 AM
SURFACE TRANSPORTATION BOARD

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

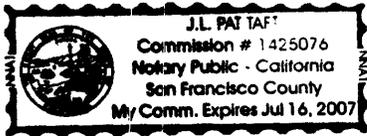
On August 31, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

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.




SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Railroad Equipment Lease dated August 27, 2004

Description of Units. Sixty-five (65), 86' boxcars.

Unit Numbers:

CR 239725 - 239789