

HELM FINANCIAL CORPORATION

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

February 24, 2000

RECORDATION NO. 19025-B FILED

MAR 1 '00 1:22 PM

SURFACE TRANSPORTATION BOARD

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

RE: Termination of Use Agreement, as amended, dated as of February 17, 2000 by Helm Financial Corporation (as successor in interest to Helm-Atlantic Associates Limited Partnership) ("**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 Owner: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Railroad: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Equipment: Three hundred thirty (330) railcars as more fully described in Schedule A to the Termination attached hereto.

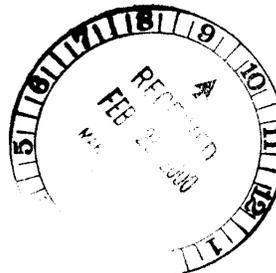
Previous STB Filing: Memorandum of Use Agreement filed on October 19, 1994 at 3:20 p.m., under Recordation No. 19025.

Please file this Termination as a supplementary document 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)



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Alison Drain
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TERMINATION OF USE AGREEMENT

THIS TERMINATION OF USE AGREEMENT ("Termination") between HELM FINANCIAL CORPORATION (as successor in interest to Helm-Atlantic Associates Limited Partnership), a California corporation ("Owner"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("the Railroad"), is dated as of February 17, 2000.

1. Recitals. Owner entered into the Use Agreement dated as of August 28, 1993, as amended ("**Agreement**"), with the Railroad, with respect to the railcars described in Schedule A attached hereto. The Agreement is on file at the Surface Transportation Board ("**STB**") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation Number 19025 filed on October 19, 1994 at 3:20 p.m.

The Agreement was terminated on July 19, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. Termination. The Agreement is hereby formally terminated.

IN WITNESS WHEREOF, Owner, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: *John F. Dains*

Print Name: John F. Dains

Title: Senior Vice President & CFO

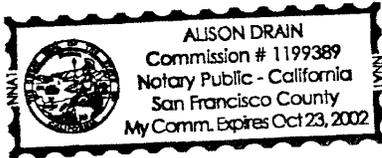
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 24, 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]

AD

SCHEDULE A
To the Termination of Use Agreement dated February 17, 2000.

Equipment Description:

Three hundred thirty (330), 100-ton, gondola railcars.

Car Mark and Numbers:

NSHR 1000-1020
1022-1051
1053-1073
1075-1104
1106-1120
1123-1142
1144-1191
1194
1196-1216
1218-1239
1241-1243
1245-1248
1251-1279
1281-1296
1298-1307
1310-1319
1321-1322
1324-1326
1328-1336
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AD