

HELM FINANCIAL CORPORATION

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

July 18, 2000

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

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MAIL
MANAGEMENT
STB
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RE: Termination of the Lease of Railroad Equipment dated July 18, 2000
("Termination") by Helm Financial Corporation ("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 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: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

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

This Termination of the Lease of Railroad Equipment dated February 2, 1995 between Helm Financial Corporation as Lessor and Consolidated Rail Corporation as Lessee covering 25 boxcars within the series CR 223500-223512, 223537-223549 is dated July 18, 2000.

Please file this Termination as a supplementary document to Recordation No. **20321** filed October 24, 1996 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
Alison Drain
Document Administrator
/ad
Enclosures (2)

stb/trmlse/crc008.trm

ad/7/18/00

RECORDATION NO. 20321-C FILED

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SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS TERMINATION OF THE LEASE OF RAILROAD EQUIPMENT ("Termination") is dated July 18, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the **Net Lease of Railroad Equipment**, as amended, dated as of February 2, 1995 ("**Lease**"), with **Consolidated Rail Corporation**, a Pennsylvania corporation, with respect to the twenty-five (25) boxcars 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. **20321** filed on October 24, 1996 at 9:40 a.m.

The Lease was terminated as of February 29, 2000. 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 of Lease 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

RECORDATION NO. 20321-C FILED

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SURFACE TRANSPORTATION BOARD

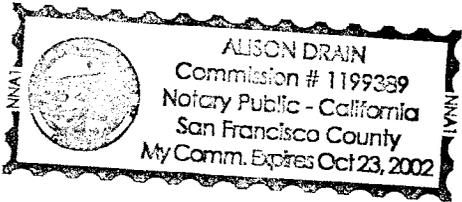
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 22nd, 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 the Lease of Railroad Equipment dated July 18, 2000

THE UNITS

Equipment Description:

Twenty-five (25), 60 foot boxcars (interior dimensions include 60'9" length, 9'6" width and 10'9" minimum height) with 100-ton trucks, double plug doors (all centered), 50K nailable steel floors, and Lessee's specified "web strap" system.

Unit Numbers:

CR 223500-223512, 223537-223549