

# HELM FINANCIAL CORPORATION

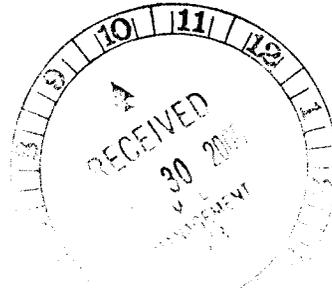
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

October 27, 2000

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



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:

Three (3) fully executed originals of a Partial Termination of Amended and Restated Locomotive Lease and Rehabilitation Agreement dated as of August 7, 2000 by Helm Financial Corporation ("**Partial Termination**").

In connection with the recording of the above-referenced Partial Termination, please note the following information:

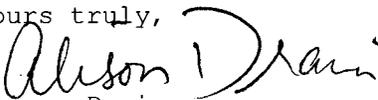
Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

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:**

Partial Termination of Lease between Helm Financial Corporation as Lessor and Consolidated Rail Corporation as Lessee dated October 27, 2000, covering fifty-one (51) locomotives within the series **GECX 523 - 595** (ni).

Please file this Partial Termination as a **supplementary** document to Recordation No. **21126** filed 12/31/97 @ 10:45 a.m. and return two (2) stamped originals 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 (3)

stb/partterm.lse/crc012.pt

ad/10/27/00

RECORDATION NO. **21126-A** FILED  
OCT 31 '00 3-37 PM  
TS  
SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF AMENDED AND RESTATED LOCOMOTIVE LEASE AND  
REHABILITATION AGREEMENT

THIS PARTIAL TERMINATION OF THE AMENDED AND RESTATED LOCOMOTIVE LEASE AND REHABILITATION AGREEMENT ("Partial Termination") is dated October 27, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), as assignee of General Electric Company.

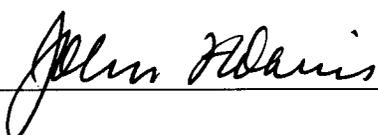
1. Recitals. Lessor entered into the Amended and Restated Locomotive Lease and Rehabilitation Agreement dated as of December 29, 1997 ("Lease"), with Consolidated Rail Corporation, a Pennsylvania corporation, with respect to the fifty-one (51) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21126 filed on December 31, 1997 at 10:45 a.m.

The Lease was terminated as of November 5, 1999. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. Partial Termination of Lease. Lessor hereby declares for the public record that the Lease is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

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

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

Title: President

RECORDATION NO. 21126-A FILED

OCT 31 '00

3-37 PM

SURFACE TRANSPORTATION BOARD

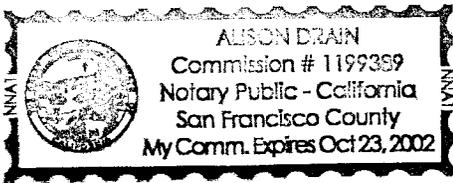
STATE OF CALIFORNIA            )  
  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On October 27, 2000, before me, Alison Drain, personally appeared John F. Dains, President 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 Partial Termination of the Amended and Restated Locomotive Lease  
and Rehabilitation Agreement

THE UNITS

Description of the Units:

Fifty-one (51) General Electric C30-7 diesel electric locomotives bearing the mark GECX.

Unit Numbers:

523, 525, 526, 529, 532 - 562, 580 - 595