

HELM
FINANCIAL CORPORATION

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

May 31, 2001

RECORDATION NO. 22825-C FILED

JUL 11 '01 12-81 PM

SURFACE TRANSPORTATION BOARD

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

RE: Partial Termination of Lease dated July 9, 2001 ("**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:

Three (3), fully executed originals of the above-referenced Partial 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:

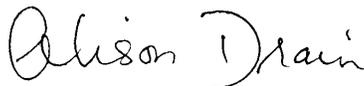
Canadian Pacific Railway Company
1290 Central Parkway West, 6th Floor
Mississauga, ON L5C 4R3

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

Partial Termination of Lease dated July 9, 2001 between Helm Financial Corporation as Lessor and Canadian Pacific Railway Company as Lessee covering thirty-nine (39) Auto Racks from within the series **GTW 310000-310034, GTW 310036-310039**.

Please file this Termination as a secondary document to Recordation No. **22825-B** filed on March 20, 2000 at 10:25 a.m., and return two (2) stamped originals to my attention.

Yours truly,



Alison Drain
Document Administrator

/ad
Enclosures (3)

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of July 9, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

Recitals.

A. Lessor entered into Schedule No. 3 dated as of July 1, 1999 ("Schedule No. 3") to that certain Master Lease Agreement dated as of March 1, 1998 ("Master Lease"), with Canadian Pacific Railway Company, a Canadian corporation, with respect to thirty-nine (39) trilevel auto racks described in Schedule A attached hereto. Schedule No. 3 to the Master Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 22825-B filed on October March 10, 2000 at 10:23 AM.

B. Lessor desires to execute this Partial Termination to evidence for the public record the termination of Schedule No. 3 and of all the rights and obligations of Lessee with respect to the Units under Schedule No. 3 and the Master Lease.

NOW, THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

1. **Partial Termination of Lease.** Effective July 14, 2001, Lessee hereby declares for the public record that Schedule No. 3 is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under Schedule No. 3 and the Master Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first above written.

HELM FINANCIAL CORPORATION

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

RECORDATION NO. 22825-C FILED

JUL 11 '01 : 2-91 PM

SURFACE TRANSPORTATION BOARD

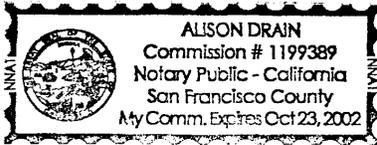
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 9th, 2001, before me, Alison Drain, 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.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

SIGNATURE OF THE NOTARY

SCHEDULE A

To the Partial Termination of Lease dated as of July 9, 2001

Equipment Description:

Thirty-nine (39), fully enclosed, trilevel auto racks mounted on flatcars in the series GTW 310000-310039.

Unit Numbers:

GTW 310000-310034
GTW 310036-310039