

HELM FINANCIAL CORPORATION

November 12, 2001

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



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

RE: Termination of Lease Agreement dated as of November 6, 2001 by Helm Financial Corporation ("Lease 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 Lease 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

Equipment: 25 insulated boxcars
CR 377000-377024

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 19333 filed on March 29, 1995 at 3:05 PM. The filing fee of \$28,00 is included in our enclosed Check No. 47287 in the amount of \$112.00.

Summary: Termination of the Lease of Railroad Equipment dated as of November 29, 1994 by Helm Financial Corporation for 25 insulated boxcars, CR 377000-377024, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 19333

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDED 19333-B FILED

NOV 16 '01 3-06 PM
TS
SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of November 6, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

R E C I T A L S:

- A. Lessor entered into the Lease of Railroad Equipment dated as of November 29, 1994 ("Lease") with Consolidated Rail Corporation, a Pennsylvania, with respect to the twenty-five (25) refrigerated boxcars described in Schedule A attached hereto ("Units").
- B. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 19333 filed on March 29, 1995 at 3:05 PM ("Lien").
- C. Lessor desires to terminate the Lien.

NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which is hereby acknowledged, Lessor hereby agrees as follows:

1. Termination. Effective November 30, 2001, 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.

HELM FINANCIAL CORPORATION

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

RECORDING NO. 19333-B FILED
NOV 16 '01 3-06 PM
SURFACE TRANSPORTATION BOARD

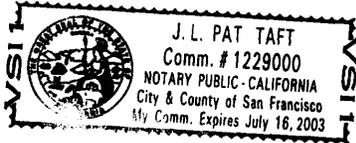
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 6th, 2001, 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.



J.L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To The Termination of Lease
Dated November 6, 2001

Description of the Units:

Twenty-five (25), 60' insulated boxcars with 10' x 9'4" plug doors, bulkheads, 20' end of car cushioning and "Speers" air bag system; built by Pacific Car and Foundry in 1968.

Unit Numbers:

CR 377000-377024