

RECORDATION NO. 23316-D FILED

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DEC 28 '01 4-56 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 28, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Schedule to Master Lease, dated as of December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Schedule No. 3 to Master Lease which was previously filed with the Board under Recordation Number 23316-C.

The names and addresses of the parties to the enclosed document are:

Lessor:	Helm Financial Corporation One Embarcadero Center San Francisco, California 94111
Lessee:	Soo Line Railroad Company 1290 Central Parkway West, 6th Floor Mississauga, Ontario L5C 4R3 CANADA

A description of the railroad equipment covered by the enclosed document is:

Twenty-two (22) bi-level autoracks numbered 45040 through 45062, excluding 45060, on flatcars with TTGX rail marks shown in Schedule A attached hereto.

Mr. Vernon A. Williams  
December 20, 2001  
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A short summary of the document to appear in the index is:

Termination of Schedule to Master Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

SCHEDULE A

To the Termination of Schedule to Master Lease dated as of December 21, 2001

Description of the Units:

Twenty-two (22), bi-level autoracks built in 1986 by Thrall Car Manufacturing Company; recertified in 1994.

<u>Rack Number</u>	<u>Reporting Marks and Numbers for Flatcar</u>
45040	TTGX 255057
45041	TTGX 253912
45042	TTGX 254991
45043	TTGX 977244
45044	TTGX 255973
45045	TTGX 254909
45046	TTGX 254942
45047	TTGX 254910
45048	TTGX 255963
45049	TTGX 977024
45050	TTGX 255945
45051	TTGX 977073
45052	TTGX 256160
45053	TTGX 255975
45054	TTGX 253924
45055	TTGX 255937
45056	TTGX 255917
45057	TTGX 254085
45058	TTGX 254947
45059	TTGX 254646
45061	TTGX 255850
45062	TTGX 255005

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**SURFACE TRANSPORTATION BOARD**

**TERMINATION OF SCHEDULE TO MASTER LEASE**

THIS TERMINATION OF SCHEDULE TO MASTER LEASE ("Termination") is dated as of December 21, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 3 dated as of July 1, 1999 ("Schedule") to that certain Master Lease Agreement dated as of January 1, 1998 ("Master Lease"), with Soo Line Railroad Company, a Minnesota corporation, with respect to twenty-two (22) bi-level auto racks as described in Schedule A attached hereto. The Schedule to the Master Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 23316-C filed on January 8, 2001 at 5:17 P.M.

The Schedule shall terminate as of December 31, 2001. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Schedule is hereby formally terminated.

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

**HELM FINANCIAL CORPORATION**

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

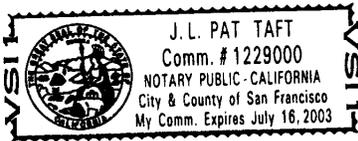
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On December 21<sup>st</sup>, 2001, before me, <sup>JL</sup> Pat Taft, 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.



Witness my hand and official seal.

  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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45050	TTGX 255945
45051	TTGX 977073
45052	TTGX 256160
45053	TTGX 255975
45054	TTGX 253924
45055	TTGX 255937
45056	TTGX 255917
45057	TTGX 254085
45058	TTGX 254947
45059	TTGX 254646
45061	TTGX 255850
45062	TTGX 255005