

**OSTER  
Researching Services**

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RECORDATION NO. 21975-A FILED

JAN 17 '02

11-03 AM

SURFACE TRANSPORTATION BOARD

January 17, 2002

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

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Lease dated 1/10/02 involving the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

Lessee: BC Rail Partnership  
221 West Esplanade  
North Vancouver, BC V6B4X6

Equipment: 100, 50'6" Boxcars  
BCIT 850100-850199

Please record this agreement as a secondary document to STB Recordation #21975. The filing fee of \$28 is enclosed.

Summary: Termination of Lease dated 1/10/02 between Helm Financial Corporation and BC Rail Partnership including 100 Boxcars marked BCIT 850100-850199, a secondary document to STB Recordation #21975.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosures

21975-A 1603

**TERMINATION OF LEASE**

**THIS TERMINATION OF LEASE ("Termination")** is dated as of January 10, 2002, by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Railcar Lease Agreement dated as of December 26, 1996 ("**Lease**") with **BC Rail Partnership**, a British Columbia partnership, with respect to the one hundred (100) railcars 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. 21975 filed on January 19, 1999 at 9:15 am.

The Lease was terminated as of December 31, 2001. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination of Lease.** Lessee 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 has executed this 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 Finance & CFO

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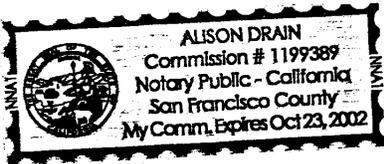
**SURFACE TRANSPORTATION BOARD**

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

On January 11, 2002, before me, Alison Drain, 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.

Alison Drain  
SIGNATURE OF THE NOTARY

**EXHIBIT A**

**To the Termination of Lease dated as of January 10, 2002**

**THE UNITS**

**Equipment Description:**

One hundred (100), 50'6" XL boxcars with single 10' sliding doors and 196,000 lb. loading capacity. Rebuilt per Rule 88 in 1996-1997.

**Unit Numbers:**

BCIT 850100-850199