

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4610

FAX 415/398-4616

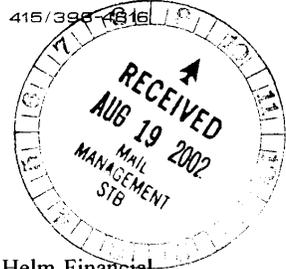
August 15, 2002

~~RECORDED~~ 23439-A

AUG 19 02

11-08 AM

**SURFACE TRANSPORTATION BOARD**



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

RE: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation ("**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 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: Interstate Commodities, Inc.  
7 Madison Street  
Albany, NY 12181

Equipment: 77 Covered Hopper Railcars  
ATW 750023-750485 (Non Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 23439 filed on April 2, 2001 at 11:05 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation for 77 covered hopper railcars, ATW 750023-750485 (Non Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 23439.

Yours truly,

  
Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

**TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT**

**THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Termination")** is dated July 25, 2002 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of January 4, 2001 ("**Lease**") with **Interstate Commodities, Inc.**, a New York corporation, with respect to the seventy-seven (77) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("**STB**") of the Department of Transportation, under STB Recordation No. **23439** filed on April 2, 2001 at 11:05 AM.

The Lease was terminated as of April 4, 2002. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** 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.

**LESSOR**

**HELM FINANCIAL CORPORATION**

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

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SURFACE TRANSPORTATION BOARD

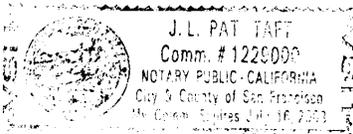
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 26<sup>th</sup>, 2002, before me, J. L. 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.

J. L. Pat Taft  
SIGNATURE OF THE NOTARY

[Notarial Seal]

## SCHEDULE A

### To the Termination of Full Maintenance Lease Agreement dated July 25, 2002

#### Equipment Description:

Seventy-seven (77), 5250 cubic foot, 100-ton capacity, roller bearing, four-pocket, center flow covered hopper railcars equipped with four piece aluminum continuous trough hatches, Miner 13" x 42" Enterprise AutoLok II GEEPS gravity outlet gates and 286,000 lb. gross rail load; built by ACF Industries between 1967 and 1971; refurbished and converted by Metro East Industries, Inc. in 1999.

Unit Number		Unit Number	
1	ATW 750023	40	ATW 750207
2	ATW 750029	41	ATW 750210
3	ATW 750032	42	ATW 750216
4	ATW 750037	43	ATW 750218
5	ATW 750039	44	ATW 750223
6	ATW 750049	45	ATW 750225
7	ATW 750061	46	ATW 750226
8	ATW 750076	47	ATW 750231
9	ATW 750085	48	ATW 750232
10	ATW 750087	49	ATW 750236
11	ATW 750089	50	ATW 750239
12	ATW 750090	51	ATW 750241
13	ATW 750093	52	ATW 750243
14	ATW 750095	53	ATW 750246
15	ATW 750096	54	ATW 750250
16	ATW 750097	55	ATW 750256
17	ATW 750099	56	ATW 750258
18	ATW 750103	57	ATW 750262
19	ATW 750104	58	ATW 750266
20	ATW 750109	59	ATW 750271
21	ATW 750117	60	ATW 750277
22	ATW 750122	61	ATW 750280
23	ATW 750123	62	ATW 750282
24	ATW 750125	63	ATW 750283
25	ATW 750127	64	ATW 750292
26	ATW 750132	65	ATW 750295
27	ATW 750143	66	ATW 750301
28	ATW 750154	67	ATW 750302
29	ATW 750155	68	ATW 750431
30	ATW 750167	69	ATW 750433
31	ATW 750170	70	ATW 750435
32	ATW 750171	71	ATW 750438
33	ATW 750174	72	ATW 750442
34	ATW 750178	73	ATW 750446
35	ATW 750179	74	ATW 750474
36	ATW 750182	75	ATW 750478
37	ATW 750184	76	ATW 750482
38	ATW 750196	77	ATW 750485
39	ATW 750205		