

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4915

August 14, 2002

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

RECORDING 20744-C FILE

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SURFACE TRANSPORTATION BOARD



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: CONSOL INC.
1800 Washington Road
Pittsburgh, PA 15241-1421

Equipment: 111 Open Top Coal Hopper Railcars
HLMX 5032-7483 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 20744 filed on June 30, 1997 at 10:25 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 111 open top coal hopper railcars, HLMX 5032-7483 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 20744.

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 April 22, 1997 and Amendment No. 1 thereto dated March 3, 1999 ("Lease"), with CONSOL, Inc., a Delaware corporation, with respect to the one hundred eleven (111) 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. 20744 filed on June 30, 1997 at 10:25 AM.

The Lease was terminated as of May 31, 2002. The purpose of this Termination 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

RECORDATION NO. 20744-C FILED

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SURFACE TRANSPORTATION BOARD

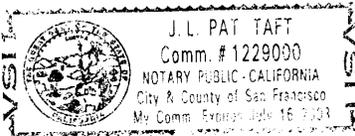
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 26th, 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.


SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

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

Equipment Description:

One hundred eleven (111), 100-ton, open top, three pocket coal hopper railcars.

<u>Reporting Mark and Number</u>							
1	HLMX 5032	29	HLMX 6615	57	HLMX 6663	85	HLMX 6703
2	HLMX 5062	30	HLMX 6617	58	HLMX 6664	86	HLMX 6704
3	HLMX 5066	31	HLMX 6618	59	HLMX 6665	87	HLMX 6705
4	HLMX 5071	32	HLMX 6620	60	HLMX 6667	88	HLMX 6706
5	HLMX 5072	33	HLMX 6621	61	HLMX 6668	89	HLMX 6708
6	HLMX 5092	34	HLMX 6623	62	HLMX 6669	90	HLMX 6709
7	HLMX 5100	35	HLMX 6624	63	HLMX 6671	91	HLMX 6711
8	HLMX 5110	36	HLMX 6625	64	HLMX 6672	92	HLMX 6712
9	HLMX 5114	37	HLMX 6626	65	HLMX 6674	93	HLMX 6714
10	HLMX 5121	38	HLMX 6627	66	HLMX 6675	94	HLMX 6715
11	HLMX 5129	39	HLMX 6630	67	HLMX 6679	95	HLMX 6716
12	HLMX 5130	40	HLMX 6631	68	HLMX 6680	96	HLMX 6717
13	HLMX 5143	41	HLMX 6634	69	HLMX 6682	97	HLMX 6718
14	HLMX 5150	42	HLMX 6635	70	HLMX 6683	98	HLMX 6719
15	HLMX 5166	43	HLMX 6636	71	HLMX 6684	99	HLMX 6823
16	HLMX 5221	44	HLMX 6637	72	HLMX 6686	100	HLMX 6826
17	HLMX 5241	45	HLMX 6639	73	HLMX 6687	101	HLMX 6840
18	HLMX 5258	46	HLMX 6640	74	HLMX 6688	102	HLMX 6844
19	HLMX 6600	47	HLMX 6641	75	HLMX 6690	103	HLMX 6849
20	HLMX 6602	48	HLMX 6643	76	HLMX 6692	104	HLMX 6855
21	HLMX 6603	49	HLMX 6648	77	HLMX 6693	105	HLMX 6856
22	HLMX 6604	50	HLMX 6649	78	HLMX 6695	106	HLMX 6858
23	HLMX 6605	51	HLMX 6650	79	HLMX 6696	107	HLMX 6891
24	HLMX 6606	52	HLMX 6654	80	HLMX 6698	108	HLMX 6902
25	HLMX 6607	53	HLMX 6655	81	HLMX 6699	109	HLMX 6919
26	HLMX 6609	54	HLMX 6657	82	HLMX 6700	110	HLMX 7464
27	HLMX 6612	55	HLMX 6659	83	HLMX 6701	111	HLMX 7483
28	HLMX 6613	56	HLMX 6660	84	HLMX 6702		