HELM
FINANCIAL CORPORATION

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RECORDATION NO. 24236-A FILED
JAN 30 '04 1-17 PM
SURFACE TRANSPORTATION BOARD

JAN 30 2004 RECEIVED

Via USPS Priority Mail

January 27, 2004

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

RE: Termination of Lease of Railroad Equipment dated as of September 16, 2003 by Helm Financial Corporation, a California corporation ("Termination of Lease").

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 thereby the following document:

Three (3) fully-executed original copies of the above-referenced Termination of Lease.

In connection with the recording of the Termination of Lease, please note the following information:

Name & Address of Lessor: **Helm Financial Corporation**
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name & Address of Lessee: **Trap Rock Railroad, Inc.**
234 North 6th Street
Reading, PA 19601

Equipment: Thirty (30) open top hopper railcars bearing reporting marks within the series HLMX 153000-153099..

Previous STB Filing: Memorandum of Full Maintenance Lease Agreement dated as of February 27, 2002 between Helm Financial Corporation, as Lessor, and Trap Rock Railroad Company, Inc., as Lessee, **STB Recordation No. 24236 filed on December 10, 2002 at 12:05 p.m.**

Please file this Termination of Lease as a supplementary document and return two (2) endorsed originals to my attention. Check number 6233 covering the filing fee of thirty dollars ($30.00) is enclosed.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

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TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination of Lease") is dated as of September 16, 2003 by **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**).

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of February 15, 1996 (**"Lease"**) among with **TRAP ROCK RAILROAD, INC.**, a Pennsylvania corporation, and **HAINES & KIBBLEHOUSE, INC.,** a Pennsylvania corporation, with respect to the thirty (30) 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. **24236** filed on December 10, 2002 at 12:05 p.m.

The Lease terminated on December 31, 2003. 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.

HELM FINANCIAL CORPORATION

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

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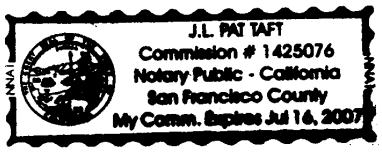
STATE OF CALIFORNIA)
) **S.S.**
COUNTY OF SAN FRANCISCO)

On January 22nd, 2004, 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

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CM

SCHEDULE A

To the Termination of Lease dated as of December 31, 2003

THE UNITS

Description: Thirty (30), 2,240 cubic foot, 2-pocket, 45-degree slope sheets, open top hopers equipped with Miner type D2 outlet gates. Cars are rated for 286,000 lb. gross rail load.

Unit Numbers: HLMX 153000, 153001, 153003, 153004, 153005, 153008, 153014, 153016, 153017, 153020, 153021, 153025, 153029, 153033, 153042, 153044, 153052, 153058, 153059, 153062, 153064, 153065, 153068, 153078, 153081, 153083, 153084, 153088, 153095, 153099.

CM