

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

www.hlmx.com

RECORDATION NO. 22437-D FILED

MAR 08 '04

12-36 PM

SURFACE TRANSPORTATION BOARD

MAR 8 2004
RECEIVED

March 5, 2004

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

RE: Termination of Lease dated as of March 5, 2004 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: Solite Corporation
1504 Santa Rosa Road, Suite 200
Richmond, VA 23288

Equipment: 91 Open Top Hopper Railcars
HLMX 582368-588753 (Not Inclusive)
HMJX 10001-10330 (Not Inclusive)
HMJX 87018 and 87264
HPJX 24000-24061 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 22437 filed on September 29, 1999 at 9:00 AM, 22437-A and 22437-B filed on January 24, 2000 at 8:00 AM, and 22437-C filed on August 4, 2000 at 3:37 PM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Full Maintenance Lease Agreement dated as of July 6, 1999, Amendment No. 1 dated as of August 11, 1999, Amendment No. 2 dated as of November 16, 1999, and Amendment No. 3 dated as of March 31, 2000 by Helm Financial Corporation, for 91 open top hopper railcars, HLMX 582368-588753 (Not Inclusive); HMJX 10001-10330 (Not Inclusive); HMJX 87018 and 87264; HPJX 24000-24061 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22437.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF LEASE

THIS TERMINATION OF LEASE ("Termination") is dated as of March 5, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of July 6, 1999, Amendment No. 1 dated as of August 11, 1999, Amendment No. 2 dated as of November 16, 1999, and Amendment No. 3 dated as of March 31, 2000 ("**Lease**") with **Solite Corporation, Inc.**, a Pennsylvania corporation, with respect to the ninety-one (91) 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 Nos. **22437** filed on September 29, 1999 at 9:00 AM, **22437-A** and **22437-B** filed on January 24, 2000 at 8:00 AM, and **22437-C** filed on August 4, 2000 at 3:37 PM.

The Lease was terminated on February 28, 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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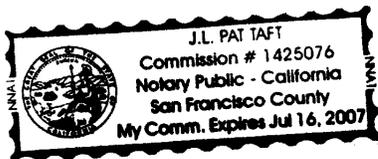
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 5th, 2004, before me, J. L. Pat Taft, 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.




SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated as of March 5, 2004

Equipment Description: Ninety-one (91), open top hoppers

Unit Numbers:

1	HLMX	582368	26	HMJX	10100	51	HMJX	10299	76	HPJX	24029
2	HLMX	582948	27	HMJX	10110	52	HMJX	10301	77	HPJX	24030
3	HLMX	587929	28	HMJX	10113	53	HMJX	10302	78	HPJX	24031
4	HLMX	587980	29	HMJX	10118	54	HMJX	10306	79	HPJX	24032
5	HLMX	588189	30	HMJX	10122	55	HMJX	10307	80	HPJX	24039
6	HLMX	588568	31	HMJX	10124	56	HMJX	10312	81	HPJX	24041
7	HLMX	588727	32	HMJX	10128	57	HMJX	10319	82	HPJX	24042
8	HLMX	588753	33	HMJX	10138	58	HMJX	10330	83	HPJX	24044
9	HMJX	10001	34	HMJX	10153	59	HMJX	87018	84	HPJX	24045
10	HMJX	10004	35	HMJX	10157	60	HMJX	87264	85	HPJX	24046
11	HMJX	10011	36	HMJX	10160	61	HPJX	24000	86	HPJX	24048
12	HMJX	10017	37	HMJX	10183	62	HPJX	24001	87	HPJX	24049
13	HMJX	10020	38	HMJX	10191	63	HPJX	24003	88	HPJX	24053
14	HMJX	10028	39	HMJX	10194	64	HPJX	24004	89	HPJX	24054
15	HMJX	10029	40	HMJX	10198	65	HPJX	24006	90	HPJX	24058
16	HMJX	10040	41	HMJX	10228	66	HPJX	24008	91	HPJX	24061
17	HMJX	10059	42	HMJX	10244	67	HPJX	24015			
18	HMJX	10064	43	HMJX	10250	68	HPJX	24016			
19	HMJX	10066	44	HMJX	10261	69	HPJX	24018			
20	HMJX	10069	45	HMJX	10264	70	HPJX	24019			
21	HMJX	10073	46	HMJX	10270	71	HPJX	24020			
22	HMJX	10075	47	HMJX	10273	72	HPJX	24023			
23	HMJX	10079	48	HMJX	10276	73	HPJX	24024			
24	HMJX	10086	49	HMJX	10294	74	HPJX	24025			
25	HMJX	10093	50	HMJX	10297	75	HPJX	24027			