

# HELM FINANCIAL CORPORATION

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**Via USPS Priority Mail**

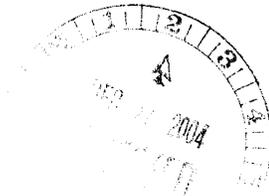
December 17, 2004

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

RECORDATION NO. 24751-B FILED

DEC 27 '04 4-05 PM

SURFACE TRANSPORTATION BOARD



**RE: Termination of Net Lease Agreement dated as of November 1, 2004 by Helm Financial Corporation, a California 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 thereby the following document:

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

In connection with the recording of the Termination, 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:** Republic Engineered Products LLC  
1807 East 28<sup>th</sup> Street  
Lorain, OH 44055-1803

**Equipment:** Twenty-eight (28) gondola railcars bearing reporting marks within the series HLMX 12401-12499 n.i. and HLMX 50700-50701.

**Previous STB Filing:** Certification of True Copy of the Lease filed under **STB Recordation No. 24751 on December 30, 2003 at 9:51 a.m.** Certification of True Copy of the Amendment to the Lease filed under **STB Recordation No. 24751-A on May 10, 2004 at 2:37 p.m.**

Please file this Termination as a supplementary document and return two (2) endorsed originals to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

Yours truly,

A handwritten signature in cursive script, appearing to read "Cecilia Mostaghim".

Cecilia Mostaghim  
Contract Administrator

Enclosures (3)

RECORDATION NO. 24751-B FILED

TERMINATION OF NET LEASE AGREEMENT **DEC 27 '04 4-05 PM**

THIS TERMINATION OF NET LEASE AGREEMENT ("Termination") was recorded on December 1, 2004 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.**

(a) Lessor entered into the Net Lease Agreement dated as of May 19, 2003 ("Lease"), and Amendment No. 2 dated as of July 16, 2003 thereto ("Amendment"), with Republic Engineered Products, LLC, a Delaware corporation ("Lessee") with respect to the twenty-eight (28) railcars more fully described in Schedule A attached hereto. The Certification of True Copy of the Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation, under STB Recordation No. 24751 filed on December 30, 2003 at 9:51 AM. The Certification of True Copy of the Amendment is on file at the STB under STB Recordation No. 24751-A filed on May 10, 2004 at 2:37 PM.

(b) Lessor desires to execute this Termination to evidence for the public record the termination of the Lease and Amendment and of all the rights and obligations of Lessee with respect to the Units under the Lease and the Amendment.

NOW, THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Termination of Lease.** Lessor hereby declares for the public record that the Lease and Amendment each is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease and Amendment to be signed in its corporate name as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

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

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

On \_\_\_\_\_, 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

[Notarial Seal]

SCHEDULE A

**To the Termination of Net Lease Agreement dated as of November 1, 2004**

HLMX	12401
HLMX	12405
HLMX	12411
HLMX	12416
HLMX	12419
HLMX	12420
HLMX	12421
HLMX	12423
HLMX	12424
HLMX	12426
HLMX	12430
HLMX	12439
HLMX	12444
HLMX	12449
HLMX	12453
HLMX	12456
HLMX	12464
HLMX	12465
HLMX	12478
HLMX	12481
HLMX	12482
HLMX	12484
HLMX	12487
HLMX	12489
HLMX	12493
HLMX	12499
HLMX	50700
HLMX	50701

