

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 7915-F FILED

July 17, 2000

SEP 26 '00 3-20 PM



SURFACE TRANSPORTATION BOARD

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

RE: Termination of Long-Term Lease of Railroad Equipment No. 1 dated December 23, 1974 ("**Termination**"), between Helm Financial Corporation (as assignee of The CIT Group/Equipment Financing, Inc., f.k.a C.I.T. Corporation, as assignee of C.I.T. Financial Services, Inc. ("**Lessor**"), and Ohio Power Company ("**Lessee**").

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: Ohio Power Company  
C/o American Electric Power Company  
One Memorial Drive  
Lancaster, OH 43130

**A short summary of the document to appear in the index follows:**

Termination of the Long-Term Lease of Railroad Equipment No. 1 dated December 23, 1974 between **Helm Financial Corporation** (as assignee of The CIT Group/Equipment Financing, Inc., f.k.a C.I.T. Corporation, as assignee of C.I.T. Financial Services, Inc.), as Lessor and **Ohio Power Company** as Lessee covering 376 railcars within the series AEPX 1124-1499 is dated July 14, 2000.

Please file this Termination as a supplementary document to **Recordation No. 7915** filed May 2, 1975 @ 12:10 p.m., and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 26 11 34 AM '00  
APPELLATE CHIEFING  
BRANCH  
OFFICE OF THE  
SECRETARY

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

TERMINATION OF LONG-TERM LEASE OF RAILROAD EQUIPMENT NO. 1

THIS TERMINATION OF LONG-TERM LEASE OF RAILROAD EQUIPMENT No. 1 ("Termination") between HELM FINANCIAL CORPORATION, a California corporation (as assignee of The CIT Group Equipment Financing, Inc., f.k.a C.I.T. Corporation, as assignee of C.I.T. Financial Services, Inc.) ("Lessor"), and OHIO POWER COMPANY, an Ohio corporation ("Lessee"), is dated July 14, 2000.

1. Recitals. Lessor and Lessee are parties to the Long-Term Lease of Railroad Equipment No. 1 dated as of December 23, 1974, as amended and supplemented ("Lease"), with respect to the three hundred seventy-six (376) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a The Interstate Commerce Commission), under STB Recordation No. 7915 filed on May 2, 1975 at 12:10 p.m..

The Lease was terminated as of April 2, 2000. 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 to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 7915-F FILED

SEP 26 '00 3:20 PM

SURFACE TRANSPORTATION BOARD

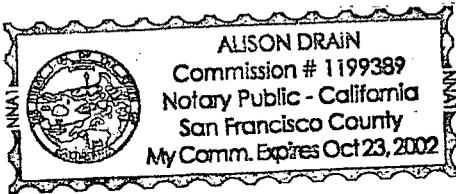
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On ~~August~~ <sup>september</sup> 25 <sup>(ad)</sup>, 2000, before me, Alison Drain, personally appeared John F. Dains, 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.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

TO THE TERMINATION OF THE LONG-TERM LEASE OF RAILROAD EQUIPMENT NO. 1

Description of the Units:

Three hundred seventy-six triple hopper coal cars

Unit Numbers:

AEPX 1124 - 1499