

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

August 30, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

17291-A
SEP 4 1996 3:52 PM

RE: Termination of Lease of Railroad Equipment dated as of August 20, 1996 ("**Termination of Lease**") by Helm Financial Corporation.

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:

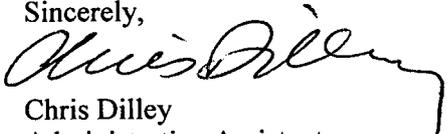
Two (2) fully executed originals of the Termination of Lease dated August 20, 1996 by Helm Financial Corporation.

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

<u>Name and Address of Lessor:</u>	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
<u>Name and Address of Lessee:</u>	Iowa Interstate Railroad, LTD. 800 Webster Street Iowa City, IA 52240
<u>Equipment:</u>	Twenty-seven (27) locomotives (See Schedule A for unit numbers.)
<u>Previous ICC Filing:</u>	Lease of Railroad Equipment filed under Recordation No. <u>17291</u>

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

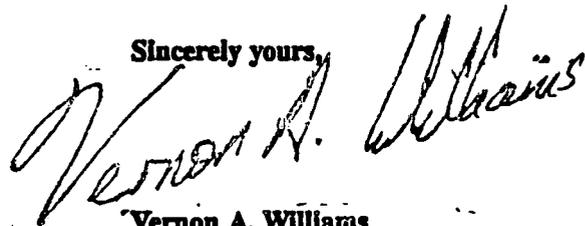
9/4/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA.94111

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/4/96 at 3:15PM, and assigned recordation number(s). 20252,8998-A, 17291-A, 19874-A

Sincerely yours,

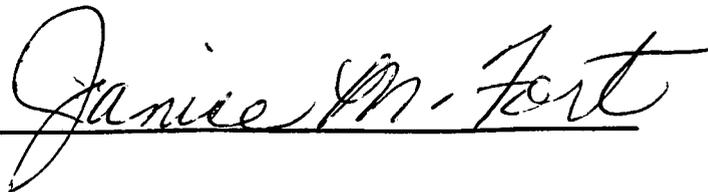


Vernon A. Williams
Secretary

Enclosure(s)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



17291-A

SEP 4 1996 9 15 PM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of August 20, 1996 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of March 22, 1991 (the "Lease") with Iowa Interstate Railroad, LTD., an Illinois corporation, with respect to the twenty-seven (27) locomotives described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 17291 filed on April 29, 1991 at 2:55 p.m.

The Lease was terminated on October 1, 1994. 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 on the date indicated below its signature.

HELM FINANCIAL CORPORATION

CPD By: John Williams
Title: Senior Vice President & CFO
Date: August 21, 1996

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

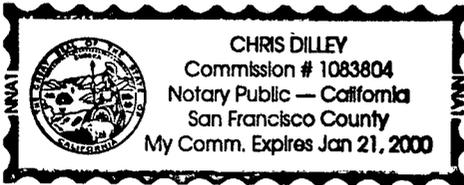
On August 21, 1996, before me, Chris Dilley
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

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.

Chris Dilley
SIGNATURE OF THE NOTARY



SCHEDULE A

Description of the Units: Twenty-seven (27) locomotives

Unit Numbers: 250, 300, 306, 309, 325, 400, 402, 403, 404, 405, 413, 414, 430, 431, 436, 451, 457, 464, 466, 468, 469, 471, 473, 479, 481, 601, 602