

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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VIA AIR COURIER

October 23, 1997

RECORDATION NO. 15713-A FILED

OCT 28 '97 10-28 AM

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

RE: Termination of Railcar Operating Lease Agreement dated as of April 7, 1988
by Helm Financial Corporation ("**Lease 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 Lease Termination.

In connection with the recording of the Lease 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: Cedar Valley Railroad
233 Main Street
Osage, IOWA 50461

Equipment: Ten (10) railcars as fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Railcar Operating Lease Agreement filed on July 11, 1988 at 9:45 a.m. under Recordation No. 15713.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

OCT 28 '97 10-28 AM

TERMINATION OF LEASE

THIS TERMINATION OF RAILCAR OPERATING LEASE AGREEMENT ("Termination") is dated as of September 4, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Railcar Operating Lease Agreement dated as of April 7, 1988 ("Lease") with Cedar Valley Railroad Company, an Iowa corporation, with respect to the ten (10) ballast railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 15713 filed on July 11, 1988 at 9:45 a.m.

The Lease was terminated on November 30, 1988. 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: *John F. Dains*

Print Name: John F. Dains

Title: Senior Vice President & CFO

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

On Oct. 22, 1997, before me, Emma S Ortega - Notary Public
personally appeared John F. Dains, 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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]



ph

SCHEDULE A

Description of the Units:

Ten (10), 2,200 cubic foot, 100-ton capacity, ballast railcars built by Darby.

Unit Numbers:

CMNW 10011, 10012, 10021, 10023, 10027, 10030, 10033, 10034, 10038, 10047.