

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

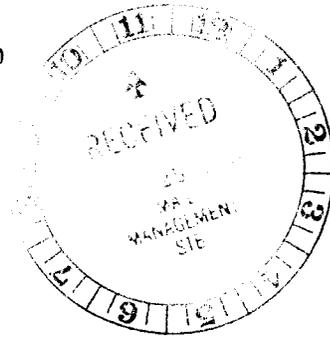
FAX 415/398-4816

RECORDATION NO. 20961-A FILED

September 20, 2000

SEP 26 '00

1:13 PM



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

RE: Termination of Locomotive Lease Agreement dated September 20, 2000 ("Termination"), by Helm Financial Corporation, as successor in interest to Helm-Atlantic Associates Limited Partnership ("**Lessor**").

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:      RailAmerica Equipment Corporation,  
as successor in interest to **RaiLink  
Canada, Ltd.**  
5300 Broken Sound Boulevard, N.W.  
Boca Raton, FL 33487

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

Termination of Locomotive Lease Agreement dated September 20, 2000, between Helm Financial Corporation as Lessor and RailAmerica Equipment Corporation as Lessee covering 2 locomotives within the old series HATX 113 and 117, the new series is TOR 2003 and 2004.

Please file this Termination as a supplementary document to Recordation No. **20961** filed on October 28, 1997 at 10:28 a.m. and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

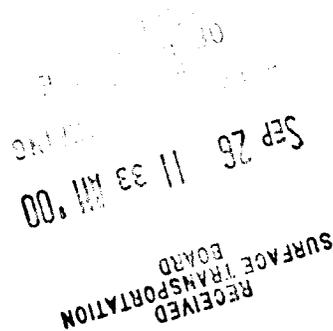
Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

stb/termise/r11001.trm

ad/09/20/00



20961-A

TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated September 20, 2000 by HELM FINANCIAL CORPORATION, a California corporation, as successor in interest to Helm-Atlantic Associates Limited Partnership ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of September 5, 1997 ("Lease"), with RailAmerica Equipment Corporation, as successor in interest to RaiLink Canada, Ltd., with respect to the two (2) locomotives more fully 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 No. 20961 filed on October 28, 1997 at 10:28 a.m.

The Lease was terminated as of March 22, 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: \_\_\_\_\_

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 20961-A FILED

SEP 26 '00

12:13 PM

SURFACE TRANSPORTATION BOARD

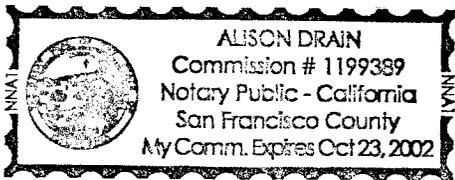
STATE OF CALIFORNIA       )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On September 25, 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 Locomotive Lease Agreement dated September 20, 2000.

THE UNITS

Equipment Description:

Two (2), EMD GP38, four axle, diesel electric 2000 horsepower locomotives.

Old Reporting  
Marks and Numbers

HATX 113  
HATX 117

New Reporting  
Marks and Numbers

TOR 2003  
TOR 2004