

HELM FINANCIAL CORPORATION

July 30, 2001

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

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

RE: Termination of Lease Agreement dated January 15, 2001 by Helm Financial Corporation, assignee of RCL Company as of December 15, 1999 ("**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:

Three (3) fully-executed originals of the above-referenced Termination of Lease.

In connection with the recording of the Termination of Lease, 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: Iowa Interstate Railroad, Inc.
800 Webster Street
Iowa City, IA 52240

Equipment: 1 GP38 Locomotive
IAIS 604

Please record this Termination of Lease as a supplemental agreement to STB Recordation No. 20538 filed on February 5, 1997 at 9:45 AM. The filing fee of \$28,00 is included in our enclosed Check No. 46294 in the amount of \$112.00.

Summary: Termination of Lease Agreement dated July 24, 2001 by Helm Financial Corporation, as successor in interest to Helm-Atlantic Associates Limited Partnership, for the GP38 locomotive marked IAIS 604, to be filed as a supplemental agreement. Please file this Lease Termination of Lease as a supplemental agreement to STB Recordation No. 20538.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)



RECORDATION NO. 20538-A FILED

AUG 3 '01 12-57 PM

TS
SURFACE TRANSPORTATION BOARD

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TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 24, 2001 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor, as successor in interest to Helm-Atlantic Associates Limited Partnership, entered into the Locomotive Lease Agreement dated as of February 8, 1996 ("**Lease**") with Iowa Interstate Railroad, Inc., a Delaware corporation, with respect to the locomotive 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. 20538 filed on February 5, 1997 at 9:45 AM.

The Lease was terminated on April 9, 2001. 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: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDING NO. 20538-A _{REC}

AUG 3 '01 12:57 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Description of the Unit: One (1) GP38 locomotive

**Prior Reporting
Mark and Number**

HATX 110

**Current Reporting
Mark and Number**

IAIS 604