

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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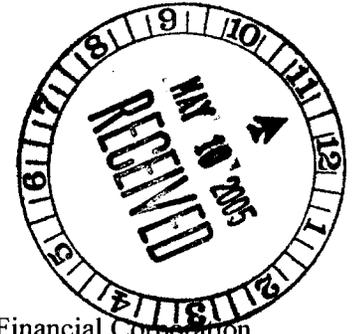
www.hlmx.com

May 9, 2005

RECORDATION NO. 21571-A FILED

MAY 11 '05

5-06 PM



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD

RE: Termination of Net Lease Agreement dated as of May 5, 2005 by Helm Financial Corporation ("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 Full Termination.

In connection with the recording of the Full 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: Ferrocarril Mexicano, S.A. de C.V.
Av. Insurgentes Sur No. 432, 2nd Floor
Mexico City, D.F. 06760 Mexico

Equipment: 153 Covered Hopper Railcars
HLMX 4501-4806 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 21571 filed on August 10, 1998 at 11:19 AM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Net Lease Agreement dated as of May 5, 2005 by Helm Financial Corporation for 153 covered hopper railcars, HLMX 4501-4806 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 21571.

Yours truly,

A handwritten signature in cursive script, reading "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

MAY 11 '05

5-06 PM

TERMINATION OF NET LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF NET LEASE AGREEMENT ("**Termination**") is dated as of May 5, 2005 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Net Lease Agreement dated as of April 2, 1998 ("**Lease**") with **Ferrocarril Mexicano, S.A. de C.V.**, a Mexican corporation, with respect to the one hundred fifty-three (153) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("**STB**") of the Department of Transportation, under STB Recordation Nos. **21571** filed on August 10, 1998 at 11:19 AM.

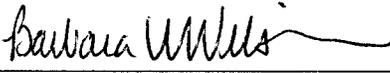
The Lease was terminated as of June 29, 2000. The purpose of this Termination is to provide a formal termination document for filing with the STB.

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.

LESSOR

HELM FINANCIAL CORPORATION

By: 
Name: Barbara W. Wilson
Title: Senior Vice President and CFO

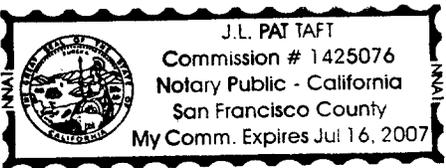
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 6th, 2005, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, 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.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Net Railcar Lease Agreement dated May 5, 2005

MARK NUMBER		MARK NUMBER		MARK NUMBER	
1	HLMX 4501	52	HLMX 4605	103	HLMX 4691
2	HLMX 4505	53	HLMX 4611	104	HLMX 4701
3	HLMX 4508	54	HLMX 4613	105	HLMX 4702
4	HLMX 4512	55	HLMX 4614	106	HLMX 4703
5	HLMX 4513	56	HLMX 4615	107	HLMX 4705
6	HLMX 4515	57	HLMX 4618	108	HLMX 4707
7	HLMX 4516	58	HLMX 4619	109	HLMX 4708
8	HLMX 4517	59	HLMX 4621	110	HLMX 4711
9	HLMX 4518	60	HLMX 4622	111	HLMX 4717
10	HLMX 4522	61	HLMX 4624	112	HLMX 4721
11	HLMX 4523	62	HLMX 4625	113	HLMX 4725
12	HLMX 4524	63	HLMX 4626	114	HLMX 4728
13	HLMX 4526	64	HLMX 4627	115	HLMX 4729
14	HLMX 4527	65	HLMX 4628	116	HLMX 4733
15	HLMX 4528	66	HLMX 4629	117	HLMX 4738
16	HLMX 4529	67	HLMX 4630	118	HLMX 4743
17	HLMX 4531	68	HLMX 4631	119	HLMX 4749
18	HLMX 4534	69	HLMX 4632	120	HLMX 4752
19	HLMX 4536	70	HLMX 4633	121	HLMX 4753
20	HLMX 4538	71	HLMX 4635	122	HLMX 4754
21	HLMX 4540	72	HLMX 4638	123	HLMX 4755
22	HLMX 4541	73	HLMX 4639	124	HLMX 4756
23	HLMX 4543	74	HLMX 4640	125	HLMX 4757
24	HLMX 4547	75	HLMX 4641	126	HLMX 4758
25	HLMX 4550	76	HLMX 4642	127	HLMX 4759
26	HLMX 4551	77	HLMX 4646	128	HLMX 4763
27	HLMX 4552	78	HLMX 4647	129	HLMX 4764
28	HLMX 4553	79	HLMX 4648	130	HLMX 4765
29	HLMX 4554	80	HLMX 4649	131	HLMX 4767
30	HLMX 4557	81	HLMX 4651	132	HLMX 4770
31	HLMX 4560	82	HLMX 4652	133	HLMX 4771
32	HLMX 4561	83	HLMX 4653	134	HLMX 4772
33	HLMX 4564	84	HLMX 4656	135	HLMX 4773
34	HLMX 4569	85	HLMX 4658	136	HLMX 4774
35	HLMX 4572	86	HLMX 4659	137	HLMX 4775
36	HLMX 4575	87	HLMX 4660	138	HLMX 4777
37	HLMX 4577	88	HLMX 4661	139	HLMX 4778
38	HLMX 4580	89	HLMX 4663	140	HLMX 4780
39	HLMX 4582	90	HLMX 4664	141	HLMX 4781
40	HLMX 4584	91	HLMX 4665	142	HLMX 4786
41	HLMX 4585	92	HLMX 4666	143	HLMX 4789
42	HLMX 4586	93	HLMX 4674	144	HLMX 4793
43	HLMX 4589	94	HLMX 4679	145	HLMX 4796
44	HLMX 4590	95	HLMX 4683	146	HLMX 4797
45	HLMX 4591	96	HLMX 4684	147	HLMX 4799
46	HLMX 4593	97	HLMX 4685	148	HLMX 4800
47	HLMX 4596	98	HLMX 4686	149	HLMX 4801
48	HLMX 4599	99	HLMX 4687	150	HLMX 4802
49	HLMX 4600	100	HLMX 4688	151	HLMX 4803
50	HLMX 4602	101	HLMX 4689	152	HLMX 4805
51	HLMX 4603	102	HLMX 4690	153	HLMX 4806