

HELM FINANCIAL CORPORATION

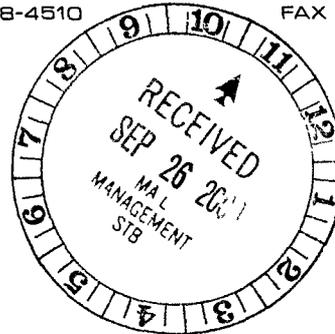
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 6, 2000

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



RE: Termination of Lease of Railroad Equipment dated September 6, 2000 ("Termination") by Helm Financial Corporation (as assignee of Helm Locomotive Leasing) ("Lessor").

Dear Mr. Williams:

Enclosed for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, we submit the following documents:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of this 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: Mid-Michigan Railroad, Inc.
c/o Railtex, Inc.
4040 Broadway, Suite 200
San Antonio, TX 78209

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

Termination of Lease of Railroad Equipment between Helm Financial Corporation as Lessor and Mid-Michigan Railroad, Inc. as Lessee, covering 25 boxcars within the series MMRR 378025 - 378244.

Please file this Termination as a secondary document to Recordation No. 18290 filed June 30, 1993 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
Alison Drain
Document Administrator

RECORDATION NO. 18290-B FILED

SEP 26 '00 1:28 PM

/ad
Enclosures (2)

SURFACE TRANSPORTATION BOARD

18290-B

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of September 6, 2000 by HELM FINANCIAL CORPORATION, a California corporation (as assignee of Helm Locomotive Leasing Corporation) ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of April 21, 1993 ("**Lease**"), with Mid-Michigan Railroad, Inc., a Michigan corporation, with respect to the twenty-five (25) boxcars 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. 18290 filed on June 30, 1993 at 2:55 p.m.

The Lease was terminated as of October 9, 1998. 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 written above.

HELM FINANCIAL CORPORATION

By: _____



Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 18290-B FILED

SEP 26 '00 1:28 PM

SURFACE TRANSPORTATION BOARD

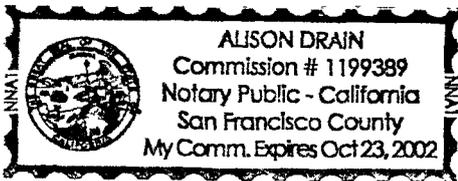
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

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 Lease of Railroad Equipment dated September 6, 2000

THE UNITS

Equipment Description:

Twenty-five (25) 86'6", 70-ton, eight (8) door boxcars with aluminum plug doors and cushioned underframes; built by Pullman-Standard in 1965-1967.

Unit Numbers:

MMRR 378025
MMRR 378058
MMRR 378060
MMRR 378073
MMRR 378076
MMRR 378121
MMRR 378128
MMRR 378135
MMRR 378137
MMRR 378141
MMRR 378151
MMRR 378174
MMRR 378185
MMRR 378192
MMRR 378194
MMRR 378195
MMRR 378202
MMRR 378208
MMRR 378210
MMRR 378215
MMRR 378216
MMRR 378229
MMRR 378235
MMRR 378242
MMRR 378244