

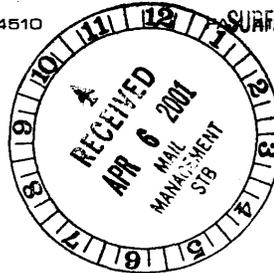
**HELM**  
**FINANCIAL CORPORATION**

RECORDATION NO. 21417-A FILE#

APR 06 '01 10:00 AM

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

SURFACE TRANSPORTATION BOARD



April 5, 2001

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

RE: Termination of Net Locomotive Lease Agreement dated April 5, 2001  
("Termination"), by Helm Financial Corporation ("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: TFM, S.A. de C.V.  
Av. Manuel L. Barragan 4850 Norte  
Colonia Hidalgo  
C.P. 64420 Monterrey, N.L., MEXICO

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

Termination of Net Locomotive Lease Agreement dated April 5, 2001, between Helm Financial Corporation as Lessor and TFM, S.A. de C.V. as Lessee covering thirty-eight (38) locomotives from within the series **TFM 1500-1160 (ni)**.

Please file this Termination as a secondary document to Recordation No. 21417 filed on May 18, 1998 at 11:00 a.m., and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

Yours truly,

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 21417-A FILE

APR 06 '01 10:00 AM

TERMINATION OF NET LOCOMOTIVE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF NET LOCOMOTIVE LEASE AGREEMENT ("**Termination**") is dated April 4, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Net Locomotive Lease Agreement dated as of July 6, 1997 ("**Lease**"), with TFM, S.A. DE C.V., a Mexico corporation, with respect to the thirty-eight (38) 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. 21417 filed on May 18, 1998 at 11:00 a.m.

The Lease was terminated as of November 30, 2000. 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 to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: \_\_\_\_\_

*Barbara W. Wilson*

Print Name: Barbara W. Wilson

Title: Senior Vice President & CFO

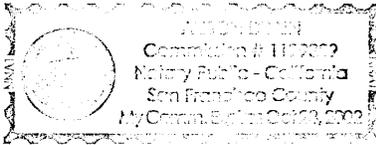
STATE OF CALIFORNIA        )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On April 5<sup>th</sup>, 2001, before me, Alison Drain, 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.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Net Locomotive Lease Agreement dated April 4,  
2001.

THE UNITS

Equipment Description:

Unit Numbers:

SD40-3 locomotives	TFM 1500-1504, inclusive
SD40-2 locomotives	TFM 1505-1515, inclusive
SD40 locomotives	TFM 1516-1521, inclusive
SD45-2 locomotives	TFM 1522-1526, inclusive
GP38 locomotives	TFM 1150-1155, inclusive
GP38AC locomotive	TFM 1156
GP40 locomotives	TFM 1157-1160, inclusive