

RECORDING NO. 21573-A FILED

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80 SOUTH EIGHTH STREET
MINNEAPOLIS, MINNESOTA 55402
TELEPHONE (612) 334-8400
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BRIGGS AND MORGAN

JUN 29 '01 10:23 AM

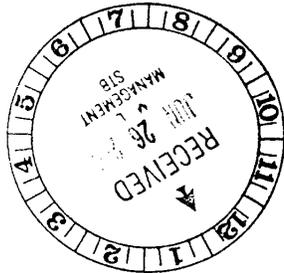
PROFESSIONAL ASSOCIATION

SURFACE TRANSPORTATION BOARD

WRITER'S DIRECT DIAL
(612) 334-8530

WRITER'S E-MAIL
tlcc@briggs.com

June 19, 2001



VIA CERTIFIED MAIL

Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423
Attn: Ms. Taledia Stokes

Re: Documents to be Recorded with the Surface Transportation Board

Dear Ms. Stokes:

Enclosed please find a check in the amount of \$1.00, relating to that certain Release of Security Interest in Rolling Stock sent for recordation with the Surface Transportation Board under cover of a transmittal letter dated May 24, 2001.

With the May 24, 2001 letter, we had enclosed a filing fee of \$27.00, unaware that as of February 20, 2001, the filing fee had been increased to \$28.00 per document. That \$27.00 check, along with a copy of the Memorandum we received from your office and the original documents submitted for recordation with the May 24, 2001 letter, are also enclosed herewith.

Once the enclosed "Release of Security Interest in Rolling Stock" has been recorded in the Surface Transportation Board records, please return a file-stamped copy of the same to our office at the address shown above. If you have any questions, please call me.

Very truly yours,

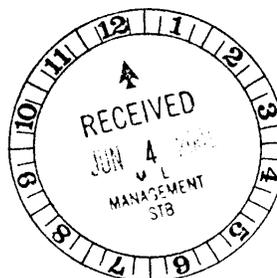
Todd D. Lee

TDL/skl
Enclosures

21573-A

Helm Financial Corporation

May 24, 2001



VIA CERTIFIED MAIL

Surface Transportation Board
Office of the Secretary
1925 K Street, NW
Washington, DC 20423-0001

Re: Release of Security Interest in Rolling Stock Owned by Northern Railcar Leasing, Inc.

Dear Secretary:

I have enclosed an original and one copy of the document described below (the "Record Document"), to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The Record Document is a Release of Security Interest in Rolling Stock, a secondary document, dated May 24, 2001. The primary document to which the Record Document is connected is recorded under Recordation No. 21573, filed August 10, 1998. The name and address of the party to the Record Document are as follows:

Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

A description of the equipment covered by the Record Document is set forth on Exhibit A attached hereto. A fee of \$27.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address shown above. A short summary of the Record Document to appear in the index follows:

Release of Security Interest in Rolling Stock executed by Helm Financial Corporation, dated May 24, 2001 and releasing the security interest of Helm Financial Corporation in certain railroad cars and other rolling stock more particularly described on Exhibit A attached hereto.

Please contact the undersigned if you have any questions or comments regarding any of the foregoing.

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SURFACE TRANSPORTATION BOARD

Very truly yours,
Cecilia Mostaghim
Cecilia Mostaghim
Contract Administrator

EXHIBIT A

RAILROAD CARS AND OTHER ROLLING STOCK

HELX	10069	HELX	10054
HELX	10071	HELX	10056
HELX	10072	HELX	10058
HELX	10074	HELX	10066
HELX	10078	HELX	10206
HELX	10088	HELX	10110
HELX	10093	HELX	10127
HELX	10101	HELX	10129
HELX	10102	HELX	10131
HELX	10105	HELX	10133
HELX	10106	HELX	10134
HELX	10001	HELX	10138
HELX	10002	HELX	10143
HELX	10004	HELX	10147
HELX	10009	HELX	10168
HELX	10011	HELX	10178
HELX	10024	HELX	10188
HELX	10026	HELX	10191
HELX	10038	HELX	10197
HELX	10039	HELX	10205
HELX	10041	HELX	10214
HELX	10042		

RELEASE OF SECURITY INTEREST IN ROLLING STOCK

Reference is made to a certain "Security Agreement" dated May 14, 1998 by and between Northern Rail Car Leasing, Inc., as debtor, and Helm Financial Corporation, as secured party, which Security Agreement covered certain railroad cars and other rolling stock (including, without limitation, those specific items of rolling stock more particularly described on Exhibit A attached hereto) and which Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the U.S. Code as Recordation No. 21573. Notice is hereby given that all of the indebtedness secured by the Security Agreement has been paid in full and, accordingly, the security interest created by the Security Agreement has been terminated. The undersigned hereby releases its lien on all of the railroad cars and other rolling stock covered by the Security Agreement (including, without limitation, those specific items of rolling stock more particularly described on Exhibit A attached hereto), and hereby directs that evidence of this release be recorded with the Surface Transportation Board.

IN WITNESS WHEREOF, the undersigned has executed this Release of Security Interest in Rolling Stock as of this 24 day of May, 2001.

HELM FINANCIAL CORPORATION

By: Matthew M. O'Brien
Its: VP & General Counsel

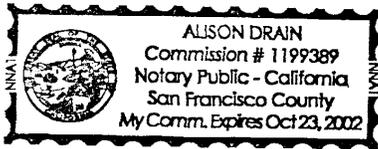
21573-A FILE

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SURFACE TRANSPORTATION BOARD

STATE OF California)
COUNTY OF San Francisco)

On this 24th day of May, 2001, before me, the undersigned officer, personally appeared Matthew M. Ogburn, to me personally known, who being by me duly sworn, says that he is the VP + General Counsel of HELM FINANCIAL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Alison Drain

Notary Public

My commission expires:

EXHIBIT A

RAILROAD CARS AND OTHER ROLLING STOCK

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