

HELM FINANCIAL CORPORATION

September 18, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 21202-B FILED

OCT 09 '01 12:09 PM

SURFACE TRANSPORTATION BOARD

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

RE: Termination of Locomotive Lease Agreement dated August 31, 2001 by Helm Financial Corporation ("**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:

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

In connection with the recording of the Lease 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: Alton & Southern Railway Company
1000 South 22nd Street
East St. Louis, Illinois 62207

Equipment: 3 SW1500 Locomotives
HLCX 1500, 1512, 1517

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 21202 filed on February 3, 1998 at 1:50 PM. The filing fee of \$28,00 is included in our enclosed Check No. 46802 in the amount of \$588.00.

Summary: Termination of Locomotive Lease Agreement dated August 31, 2001 by Helm Financial Corporation for 3 SW1500 locomotives, HLCX 1500, 1512 and 1517, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 21202.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)



21202-B 1:19

TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of August 31, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of March 7, 1995, as amended ("**Lease**"), with **Alton & Southern Railway Company**, a Delaware corporation, with respect to the three (3) locomotives 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 Number 21202 filed on February 3, 1998 at 1:50 PM.

The Lease was terminated on January 1, 2001. 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 of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

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

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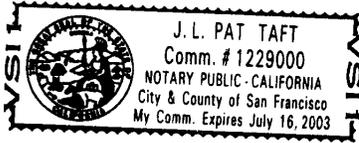
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 4th, 2001, 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.


SIGNATURE OF THE NOTARY

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SCHEDULE A

Description:

Three (3), SW1500 locomotives.

Unit Numbers:

HLCX 1500

HLCX 1512

HLCX 1517