

HELM FINANCIAL CORPORATION

December 18, 2001

One Embarcadero Center • San Francisco, CA 94111
415/398-4510
FAX 415/398-4876



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

RE: Termination of Lease of Railroad Equipment dated November 19, 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: Gateway Western Railway Company
15 Executive Drive
Fairview Heights, IL 62208

Equipment: 3 locomotives
GWR 1505, 1507 and 1510

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 19878 filed on January 5, 1996. The filing fee of \$28,00 is included in our enclosed Check No. 47552 in the amount of \$308.00.

Summary: Termination of Lease of Railroad Equipment dated November 19, 2001 by Helm Financial Corporation for 3 locomotives, GWR 1505, 1507 and 1510, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 19878.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO. 19878-C FILED

DEC 27 '01 8-40 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF NET LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of November 19, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Net Locomotive Lease Agreement dated as of September 29, 1995, as amended ("**Lease**"), with **Gateway Western Railway Company**, an Illinois corporation, with respect to the three (3) locomotives 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 Numbers 19878 filed on January 5, 1996.

The Lease was terminated on June 1, 2001. 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 above written.

HELM FINANCIAL CORPORATION

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

RECORDATION NO. 19878-C FILED

DEC 27 '01 8-40 AM

SURFACE TRANSPORTATION BOARD

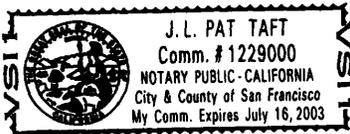
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 20th, 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/~~the~~ir 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

SCHEDULE A

To the Termination of Locomotive Lease Agreement
dated November 19, 2001

Description of the Units:

Three (3) locomotives.

<u>Unit Number</u>	<u>Model</u>
GWR 1505	SW1500
GWR 1507	SW1500
GWR 1510	MP15AC