

# HELM FINANCIAL CORPORATION

December 18, 2001

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



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

RE: Termination of Net Lease Agreement 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: The Kansas City Southern Railway Company  
114 West 11th Street  
Kansas City, MO 64105-1804

Equipment: 6 Open Top Hopper Railcars  
HLMX 1716, 1723, 1724, 1730, 1733 and 1740

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 22474 filed on October 19, 1999 at 9:00 AM. The filing fee of \$28,00 is included in our enclosed Check No. 47552 in the amount of \$308.00.

Summary: Termination of Net Lease Agreement dated November 19, 2001 by Helm Financial Corporation for 6 open top hopper railcars, HLMX 1716, 1723, 1724, 1730, 1733 and 1740, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 22474.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

RECORDATION NO. 22474-17 FILED

DEC 27 '01 9-12 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF NET LEASE AGREEMENT

THIS TERMINATION OF NET 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 Lease Agreement dated as of December 16, 1998 ("Lease") with The Kansas City Southern Railway Company, a Missouri corporation, with respect to the six (6) railcars 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. 22474 filed on October 19, 1999 at 9:00 AM.

The Lease was terminated on January 29, 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 Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

RECORDATION NO. 22474-A FILED

DEC 27 '01 9-12 AM

SURFACE TRANSPORTATION BOARD

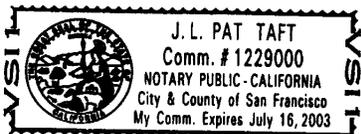
STATE OF CALIFORNIA            )  
  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On November 20<sup>th</sup>, 2001, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of HELM FINANCIAL CORPORATION,

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.

J. L. Pat Taft  
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Net Lease Agreement  
dated as of November 19, 2001

THE UNITS

Equipment Description:

Six (6), 70-ton, 2,700 cubic foot capacity, 3-pocket, roller bearing open  
top hopper railcars.

Unit Numbers:

HLMX 1716  
HLMX 1723  
HLMX 1724  
HLMX 1730  
HLMX 1733  
HLMX 1740