

Kirkpatrick & Lockhart LLP

RECORDATION NO. 23604-A FILED

MAY 16 '02

1-08 PM

May 16, 2002

SURFACE TRANSPORTATION BOARD

Via Hand Delivery

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

1800 Massachusetts Avenue, NW
Suite 200
Washington, DC 20036-1221
202.778.9000
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Re: Termination of Lease of Railroad Equipment dated April 26, 2001 by Helm Financial Corporation ("Lease Termination")

Dear Secretary Williams:

I hereby submit for filing and recording, under 49 U.S.C. §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: Chicago Short Line Railway Company
3050 Eggers Avenue
Cleveland, OH 44105

Equipment: One (1) SW1500 Locomotive; HLCX 1517

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 23604 filed on August 3, 2001 at 12:18 p.m. The filing fee of \$30.00 is included in the enclosed check.

Summary: Termination of Lease of Railroad Equipment dated April 26, 2001 by Helm Financial Corporation for one (1) SW1500 Locomotive: HLCX 1517, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 23604.

Respectfully submitted,


Edward J. Fishman

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of November 20, 2001, by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of April 26, 2001 ("Lease"), with **Chicago Short Line Railway Company**, an Illinois corporation, with respect to the locomotive 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 Number 23604 filed on August 3, 2001 at 12:18 PM.

The Lease was terminated on September 26, 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

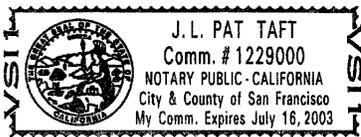
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 10th, 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/~~is~~ 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 Locomotive Lease Agreement
dated November 20, 2001

Equipment Description:

One (1), 1500 horsepower, SW1500 switch locomotive equipped with Flexicoil trucks; built by General Motors (Electro Motive Division) in 1972.

Unit Number HLCX 1517