

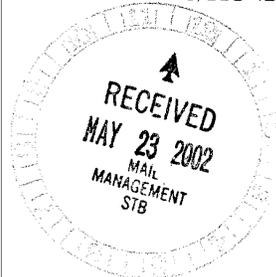
**HELM**  
**FINANCIAL CORPORATION**

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

FAX 415/398-4818

May 20, 2002

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



RE: Termination of Lease dated as of November 15, 2001  
("Termination"), by Helm Financial Corporation ("Lessor").

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 Termination.

In connection with the recording of the 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: Nebraska Central Railroad Company, Inc.  
4420 West Vickery Blvd., Suite 110  
Fort Worth, TX 76017

**A short summary of the document to appear in the index follows:**

*Termination of the Locomotive Lease Agreement dated as of April 30, 2001 between Helm Financial Corporation as Lessor and Nebraska Central Railroad Company, Inc. as Lessee, for the lease of the two (2) C30-7 locomotives bearing the reporting mark and numbers BN 5578 and BN 5124.*

Please file this Termination as a secondary document to Recordation No. **23605** filed on August 3, 2001 at 12:23 p.m., and return one (1) stamped original to my attention. A check to cover the filing fee of thirty dollars (\$30.00) is enclosed.

Yours truly,

A handwritten signature in black ink, appearing to read "CMostaghim".

Cecilia Mostaghim  
Contract Administrator

Enclosures (2)

~~RECORDED~~ **23605-A** ~~FILED~~

**MAY 24 '02 8-53 AM**

**SURFACE TRANSPORTATION BOARD**

TERMINATION OF LEASE

THIS TERMINATION OF LEASE ("Termination") is dated as of November 15, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the LOCOMOTIVE LEASE AGREEMENT dated as of April 30, 2001 ("Lease") with NEBRASKA CENTRAL RAILROAD COMPANY, a Delaware corporation with respect to the two (2) 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 No. 23605 filed on August 3, 2001 at 12:23 PM.

The Lease was terminated on November 15, 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 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

~~RECORDED~~ 23605-A  
MAY 24 '02 8-53 AM  
SURFACE TRANSPORTATION BOARD

CM

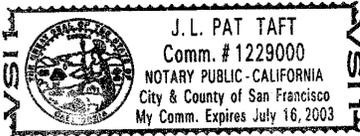
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On May 15<sup>th</sup>, 2002, 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.



*J. L. Pat Taft*  
SIGNATURE OF THE NOTARY

SCHEDULE A

To the **TERMINATION OF LEASE** dated as of November 15, 2001 by **HELM FINANCIAL CORPORATION**, a California corporation.

Description: Two (2), C30-7 locomotives.

Reporting Mark  
and Numbers

1. BN 5578
2. BN 5124

CM