

# HELM FINANCIAL CORPORATION

August 15, 2002

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDING NO. **22824-A** FILED

AUG 19 02

11-21 AM

**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 as of July 25, 2002 by Helm Financial Corporation ("**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 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: RailAmerica Equipment Corporation  
5300 Broken Sound Boulevard, N.W., 2nd Floor  
Boca Raton, FL 33487

Equipment: 2 GP38-2 Locomotives  
HATX 212, 215

Please record this Termination as a supplemental agreement to STB Recordation No. 22824 filed on March 20, 2000 at 10:00 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Locomotive Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation for 2 GP38-2 locomotives, HATX 212, 215, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22824.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated July 25, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of January 21, 2000 ("Lease") with RailAmerica Equipment Corporation, a Florida corporation, with respect to the two (2) locomotives more fully 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 No. 22824 filed on March 20, 2000 at 10:00 AM.

The Lease was terminated as of August 9, 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.

LESSOR

HELM FINANCIAL CORPORATION

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

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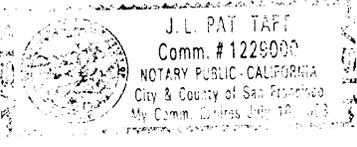
SURFACE TRANSPORTATION BOARD

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

On July 26<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 ~~or~~ whose name ~~is~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity ~~(as)~~, and that by ~~his~~/her/~~the~~ signature ~~on~~ on the instrument the person ~~is~~, or the entity upon behalf of which the person ~~is~~ acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**SCHEDULE A**

**To the Termination of Locomotive Lease Agreement  
dated July 25, 2002**

**THE UNITS**

**Equipment Description:**

Two (2), EMD, 2,000 horsepower, GP38-2 locomotives.

**Unit Numbers:**

**HATX 212**

**HATX 215**