

HELM
FINANCIAL CORPORATION

August 14, 2002

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4515

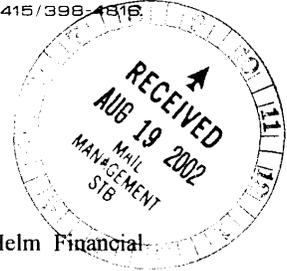
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

~~RECORDED~~ 22606-1

AUG 19 02

11-32 AM

SURFACE TRANSPORTATION BOARD



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: BC Rail Ltd.
221 West Esplanade
North Vancouver, British Columbia
Canada V7M 3J1

Equipment: 11 Locomotives
HLCX 6058, 6061, 6077, 6091, 6500, 6507, 6512, 6522, 6525, 6229, 6298

Please record this Termination as a supplemental agreement to STB Recordation No. 22606 filed on December 16, 1999 at 12:48 PM. 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 11 locomotives, HLCX 6058, 6061, 6077, 6091, 6500, 6507, 6512, 6522, 6525, 6229, 6298, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22606.

Yours truly,

Handwritten signature of Sharon L. Van Fossan.

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 September 24, 1999, as amended ("Lease"), with BC RAIL LTD., a Canadian corporation, with respect to the eleven (11) 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. **22606** filed on December 16, 1999 at 12:48 PM.

The Lease was terminated as of March 31, 2002. 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

~~RECORDED~~ 22606-C FILED

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SURFACE TRANSPORTATION BOARD

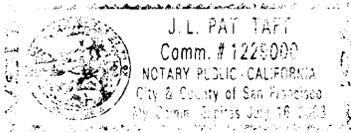
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 26th, 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

[Notarial Seal]

SCHEDULE A

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

THE UNITS

| <u>Equipment Type</u> | <u>Reporting Mark and Number</u> |
|------------------------------|---|
| SD40-3 | HLCX 6058 |
| SD40-3 | HLCX 6061 |
| SD40-3 | HLCX 6077 |
| SD40-3 | HLCX 6091 |
| SD40-3 | HLCX 6500 |
| SD40-3 | HLCX 6507 |
| SD40-3 | HLCX 6512 |
| SD40-3 | HLCX 6522 |
| SD40-3 | HLCX 6525 |
| SD40-2 | HLCX 6229 |
| SD40-2 | HLCX 6298 |