

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4516

August 14, 2002

RECORDATION NO. 20772-A FILED

AUG 19 02 2-46 PM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Lease of Railroad Equipment 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: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Box 961061
Worth, TX 76161-0061

Equipment: 25 Open Top Hopper Railcars
HLMX 80001-84160 (Not Inclusive)
HLMX 197807-197941 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 20772 filed on July 16, 1997 at 11:09 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Lease of Railroad Equipment dated as of July 25, 2002 by Helm Financial Corporation for 125 open top hopper railcars, HLMX 80001-84160; 197807-197941 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 20772.

Yours truly,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 25, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of May 1, 1997 ("Lease") with **The Burlington Northern and Santa Fe Railway Company**, a Delaware corporation, with respect to the twenty-five (25) 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. **20772** filed on July 16, 1997 at 11:09 AM.

The Lease was terminated on September 3, 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.

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AUG 19 '02 2-46 PM

SURFACE TRANSPORTATION BOARD

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

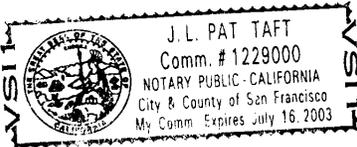
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

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.


SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated July 25, 2002

Description of the Units: Twenty-five (25), 100-ton, 3,800 cubic foot, five pocket open top hopper railcars equipped with electro-pneumatic rapid discharge outlet gates and electro-magnetic pick-up-shoes; built by Greenville Steel Car, 1979-1984.

Unit Numbers:

1.	HLMX	80001
2.	HLMX	81003
3.	HLMX	81022
4.	HLMX	81031
5.	HLMX	81045
6.	HLMX	81054
7.	HLMX	81071
8.	HLMX	84005
9.	HLMX	84015
10.	HLMX	84053
11.	HLMX	84078
12.	HLMX	84086
13.	HLMX	84093
14.	HLMX	84111
15.	HLMX	84123
16.	HLMX	84151
17.	HLMX	84152
18.	HLMX	84160
19.	HLMX	197807
20.	HLMX	197812
21.	HLMX	197817
22.	HLMX	197860
23.	HLMX	197864
24.	HLMX	197876
25.	HLMX	197941