

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

October 4, 2002

RECORDATION NO. 21976-A FILED

OCT 8 '02 2-45 PM

SURFACE TRANSPORTATION BOARD

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

RE: Termination of Railcar Lease Agreement dated as of September 13, 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 Partnership
221 West Esplanade
North Vancouver, British Columbia
Canada V7M 3J1

Equipment: 50 Boxcars
BCIT 850200-85249



Please record this Termination of Railcar Lease Agreement as a supplemental agreement to STB Recordation No. 21976 filed on January 19, 1999 at 9:15 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1869 in the amount of \$90.00.

Summary: Termination of Railcar Lease Agreement dated as of September 13, 2002 by Helm Financial Corporation for 50 boxcars, BCIT 850200-85249, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 21976.

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 RAILCAR LEASE AGREEMENT

THIS TERMINATION OF RAILCAR LEASE AGREEMENT ("Termination") is dated September 13, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Railcar Lease Agreement dated as of January 13, 1998 ("Lease") with BC RAIL PARTNERSHIP, a British Columbia partnership, with respect to the fifty (50) boxcars 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. 21976 filed on January 19, 1999 at 9:15 AM.

The Lease was terminated as of September 7, 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

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SURFACE TRANSPORTATION BOARD

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

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

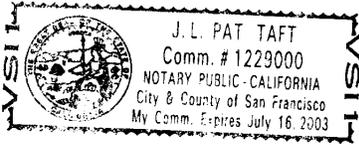
On September 13th, 2002, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

 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

[Notarial Seal]

SCHEDULE A

**To the Termination of Locomotive Lease Agreement
dated September 13, 2002**

THE UNITS

Equipment Description: Fifty (50), 50'6" XL boxcars with single 10' sliding doors (new) and a minimum 195,000 lb. loading capacity. Rebuilt per AAR Rule 88 in 1998 at Ebenezer Railcar Services, West Seneca, NY.

Reporting Marks of Units: BCIT 850200 - 850249