

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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RECORDATION NO. 23039-A FILED

May 9, 2005

MAY 11 '05

4-27 PM



Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD

RE: Termination of Per Diem Lease Agreement dated as of May 5, 2005 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 Kansas City Southern Railway Company  
427 West 12th Street  
Kansas City, MO 64105

Equipment: 98 TOFC/COFC Flatcars  
KCS 9201-9298

Please record this Termination as a supplemental agreement to STB Recordation No. 23039 filed on August 4, 2000 at 3:37 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of May 5, 2005 by Helm Financial Corporation, for 98 TOFC/COFC Flatcars, KCS 9201-9298, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 23039.

Yours truly,

A handwritten signature in black ink that reads "Sharon L. Van Fossan". The signature is written in a cursive, flowing style.

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

TERMINATION OF PER DIEM LEASE AGREEMENT  
SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF PER DIEM LEASE AGREEMENT ("Termination") is dated as of May 5, 2005 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Per Diem Lease Agreement dated as of February 1, 2000 ("Lease") with **The Kansas City Southern Railway Company**, a Missouri corporation, with respect to the ninety-eight (98) railcars 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 Nos. **23039** filed on August 4, 2000 at 3:37 PM.

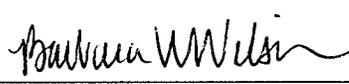
The Lease was terminated as of May 5, 2005. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

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

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

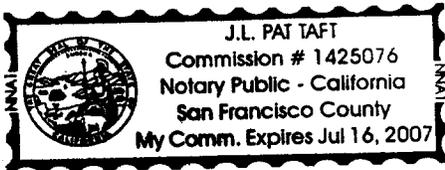
On May 6<sup>th</sup>, 2005, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

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 Per Diem Lease Agreement dated May 5, 2005**

**Description of Units.** Ninety-eight (98) TOFC/COFC Flatcars

**Mark and Numbers.** KCS 9201-9298