

# HELM FINANCIAL CORPORATION

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May 9, 2005

RECORDATION NO. 21768-A FILED

MAY 11 05

5-24 PM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Net Railcar 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: TFM, S.A. DE C.V.  
Av. Manuel L. Barragan 4850 Norte  
Colonia Hidalgo  
C.P. 64420 Monterrey, N.L., Mexico

Equipment: 100 Covered Hopper Railcars  
HLMX 96073 - 97986 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 21768 filed on November 3, 1998 at 1:38 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Net Railcar Lease Agreement dated as of May 5, 2005 by Helm Financial Corporation, for 100 covered hopper railcars, HLMX 96073-97986 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 21768.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

**TERMINATION OF NET RAILCAR LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

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

1. **Recitals.** Lessor entered into the Net Railcar Lease Agreement dated as of October 1, 1997 ("**Lease**") with **TFM, S.A. de C.V.**, a Mexican corporation, with respect to the one hundred (100) 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. **21768** filed on November 3, 1998 at 1:38 PM..

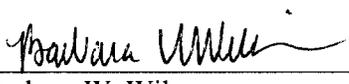
The Lease was terminated as of May 2, 2001. The purpose of this Termination is to provide a formal termination document for filing with the STB.

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 )

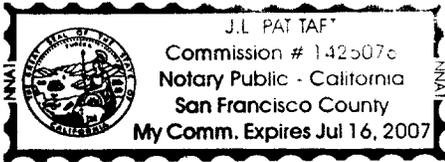
On May 6<sup>th</sup>, 2005, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of HELM FINANCIAL CORPORATION,

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.



  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**SCHEDULE A**

**To the Termination of Net Railcar Lease Agreement dated May 5, 2005**

<b>MARK NUMBER</b>		<b>MARK NUMBER</b>	
1	HLMX 96073	51	HLMX 97628
2	HLMX 96106	52	HLMX 97681
3	HLMX 96191	53	HLMX 97701
4	HLMX 96272	54	HLMX 97703
5	HLMX 96362	55	HLMX 97707
6	HLMX 96365	56	HLMX 97708
7	HLMX 96440	57	HLMX 97720
8	HLMX 96463	58	HLMX 97721
9	HLMX 96464	59	HLMX 97722
10	HLMX 96478	60	HLMX 97724
11	HLMX 96488	61	HLMX 97725
12	HLMX 96534	62	HLMX 97726
13	HLMX 96606	63	HLMX 97733
14	HLMX 96619	64	HLMX 97743
15	HLMX 96652	65	HLMX 97749
16	HLMX 96663	66	HLMX 97762
17	HLMX 96673	67	HLMX 97781
18	HLMX 96703	68	HLMX 97782
19	HLMX 96705	69	HLMX 97784
20	HLMX 96736	70	HLMX 97786
21	HLMX 96737	71	HLMX 97794
22	HLMX 96792	72	HLMX 97795
23	HLMX 96826	73	HLMX 97802
24	HLMX 96893	74	HLMX 97804
25	HLMX 96920	75	HLMX 97808
26	HLMX 96922	76	HLMX 97819
27	HLMX 96934	77	HLMX 97822
28	HLMX 96945	78	HLMX 97843
29	HLMX 96987	79	HLMX 97847
30	HLMX 97002	80	HLMX 97852
31	HLMX 97005	81	HLMX 97859
32	HLMX 97030	82	HLMX 97860
33	HLMX 97088	83	HLMX 97861
34	HLMX 97105	84	HLMX 97864
35	HLMX 97135	85	HLMX 97866
36	HLMX 97144	86	HLMX 97877
37	HLMX 97201	87	HLMX 97888
38	HLMX 97224	88	HLMX 97894
39	HLMX 97234	89	HLMX 97904
40	HLMX 97235	90	HLMX 97915
41	HLMX 97236	91	HLMX 97927
42	HLMX 97242	92	HLMX 97934
43	HLMX 97316	93	HLMX 97940
44	HLMX 97373	94	HLMX 97950
45	HLMX 97481	95	HLMX 97951
46	HLMX 97492	96	HLMX 97957
47	HLMX 97506	97	HLMX 97966
48	HLMX 97520	98	HLMX 97969
49	HLMX 97572	99	HLMX 97973
50	HLMX 97627	100	HLMX 97986