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HELM FINANCIAL CORPORATION

VIA AIR COURIER

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 15711 FILED

January 5, 1998

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

JAN 16 '98 9-01 AM

RE: Termination of Lease Agreement dated December 3, 1997 by Helm Financial Corporation ("**Lease 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 Lease Termination.

In connection with the recording of the Lease 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: Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec H3B 2M9

Equipment: One-hundred and sixty (160) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Lease Agreement dated June 1, 1988 filed on July 7, 1988 at 9:30 a.m. under Recordation No. 15711. Memorandum of Non-Recourse Note and Security Agreement filed on August 24, 1995 at 2:30 p.m. under Recordation No. 15711-A.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

Eric W. Stoll
Document Administrator

/es
Enclosures (2)

JAN 16 '98

9-01AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE AGREEMENT ("Termination") is dated as of December 3, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease Agreement dated as of June 1, 1988 ("Lease") with Canadian National Railway Company, a Canadian corporation, with respect to the one-hundred and sixty (160) open top hopper railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 15711 filed on July 11, 1988 at 9:45 a.m.

The Lease was terminated on June 1, 1997. 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 written above.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

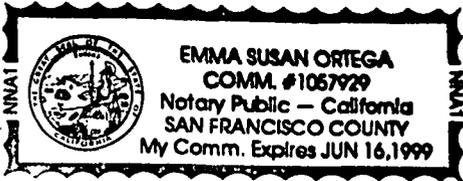
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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 5, 1997⁸⁴, before me, Emma S. Ortega
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

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SCHEDULE A

Description of the Unit:

One-hundred and sixty (160) open top hopper boxcars

Unit Numbers:

CN 328500-328659 (inclusive)