

HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

April 14, 1997

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

RECORDATION No. 18389-B
(Filed pursuant to the
provisions of Section 20c
of the Interstate Commerce Act)

APR 15 10 44 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Termination of Lease of Railroad Equipment dated as of January 1997 ("Termination of Lease") by Helm Financial Corporation.

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 of Lease by Helm Financial Corporation.

In connection with the recording of the Termination of Lease, 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: Southdown, Inc.
1200 Smith Street, Suite 2400
Houston, TX 77002

Equipment: Five (5) covered hopper railcars (See attached Schedule A to the Termination of Lease for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Net Lease Agreement filed on September 3, 1993 under Recordation No. 18389.

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

Sincerely,



Patrick Hapin
Document Administrator

/ph
Enclosures (2)

APR 15 '97 10-44 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of January 15, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

- 1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of July 2, 1993 (the "Lease") with Southdown, Inc., a Texas corporation, with respect to the five (5) covered hopper railcars described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 18389 filed on September 3, 1993 at 2:45 pm.

The Lease was terminated on October 16, 1996. 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 on the date indicated below its signature.

HELM FINANCIAL CORPORATION

CD By: John J. Davis

Title: Senior Vice President & CFO

Date: February 7, 1997

CD

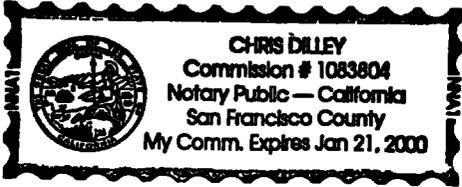
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 7, 1997, before me, Chris Dille
personally appeared John F. Dains, 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.



Chris Dille
SIGNATURE OF THE NOTARY

SCHEDULE A

Description of the Units:

Five (5), 2,600 - 2,700 cubic foot, 100 - ton capacity covered hopper railcars with 30" round hatches and twin 13" x 24" outlet gates.

Unit Numbers:

HEQX 232 - 236 (inclusive)