

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

October 23, 1997

RECORDATION NO. 17550-A FILED

OCT 28 '97 10-28 AM

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

RE: Termination of Lease Agreement dated as of September 4, 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: Illinois Central Gulf Railroad
233 North Michigan Avenue
Chicago, Illinois 60601

Equipment: Forty-six (46), 50', 70-ton boxcars as more fully
described in Schedule A to the Lease Termination
attached hereto.

Previous STB Filing: Lease Agreement filed on October 2, 1991 at 10:40
a.m. under Recordation No. 17550.

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)

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 28 10 28 PM '97

OCT 28 '97 10-28 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE AGREEMENT ("Termination") is dated as of September 4, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor, as successor to Arbox Three Corporation, entered into the Lease Agreement dated as of January 1, 1985, as amended ("Lease"), with Illinois Central Gulf Railroad Company, a Delaware corporation, with respect to the forty-six (46) 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. 17550 filed on October 2, 1991 at 1:40 p.m.

The Lease was terminated on August 15, 1992. 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.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

CS

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

On Oct. 23, 1997, before me, Emma S. Ortega - Notary Public,
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

[Notarial Seal]

SCHEDULE A

Description of the Units:

Forty-six (46), 50', 70-ton boxcars.

Unit Numbers:

ICG 503303-553399.