

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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March 5, 2004

RECORDATION NO. 18244-B FILED

MAR 08 '04

2-09 PM

SURFACE TRANSPORTATION BOARD

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

RE: Termination of Lease dated as of March 5, 2004 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:

Imerys Pigments and Additives (f/k/a ECC International, Inc.)
618 Kaolin Road
Sandersville, GA 31082

Equipment:

70 Covered Hopper Railcars
HEQX 501-570

Please record this Termination as a supplemental agreement to STB Recordation No. **18244** filed on May 21, 1993. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Rental Agreement for Railroad Equipment dated as of March 15, 1993 by Helm Financial Corporation, as assignee of Helm-Equipment Leasing Corporation for 70 covered hopper railcars, HEQX 501-570 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 18244.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF LEASE

THIS TERMINATION OF LEASE ("Termination") is dated as of March 5, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor, as assignee of Helm-Equipment Leasing Corporation, entered into the Rental Agreement for Railroad Equipment dated as of March 15, 1993, as amended ("**Lease**"), with **Imerys Pigments and Additives (f/k/a ECC International, Inc.)**, a Georgia corporation, with respect to the seventy (70) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **18244** filed on May 21, 1993.

The Lease was terminated on January 30, 2004. 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: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

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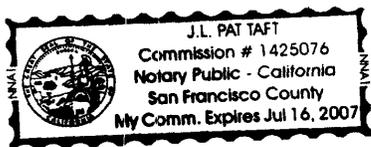
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 5th, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, 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.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated March 5, 2004

Description of the Units: Seventy (70), covered hopper railcars.

Unit Numbers:

HEQX 501-570