

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4815

August 14, 2002

RECORDED 22663-A FUD

AUG 19 02

12-55 PM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 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: Interstate Commodities, Inc.
7 Madison Street
Albany, NY 12181

Equipment: 23 Covered Hopper Railcars
HLMX 470085-470088, 470090-470098; 470100-470109

Please record this Termination as a supplemental agreement to STB Recordation No. 22663 filed on December 22, 1999 at 3:59 PM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Full Maintenance Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation for 23 covered hopper railcars, HLMX 470085-470088, 470090-470098; 470100-470109, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22663.

Yours truly,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Termination") is dated July 25, 2002 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of October 30, 1999 ("**Lease**") with **Interstate Commodities, Inc.**, a New York corporation, with respect to the twenty-three (23) 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 No. **22663** filed on December 22, 1999 at 3:59 PM.

The Lease was terminated as of February 23, 2002. 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 of Lease to be signed in its corporate name as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President and CFO

RECORDATION NO. 22663-A FILED

AUG 19 02

12-55 PM

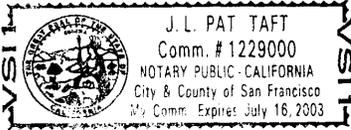
SURFACE TRANSPORTATION BOARD

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

On July 16th, 2002, 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

[Notarial Seal]

SCHEDULE A

**To the Termination of Full Maintenance Lease Agreement
dated July 25, 2002**

THE UNITS

Equipment Description: Twenty-three (23), 100-ton, roller bearing, 4,750 cubic foot, covered hopper railcars equipped with trough hatches and gravity outlet gates.

Unit Numbers:

HLMX 470085-470088, 470090-470098, 470100-470109