

HELM FINANCIAL CORPORATION

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

June 14, 2000

RECORDATION NO. 17775-A FILED

JUN 19 '00

3-8 1:PM

SURFACE TRANSPORTATION BOARD



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

RE: Termination of Lease of Railroad Equipment dated as of June 9, 2000 ("Termination"), between Helm Financial Corporation ("Lessor") and North American Chemical ("Lessee").

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 this 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: North American Chemical
8300 College Boulevard
Overland Park, KS 66210

Equipment: Thirty-eight (38) railcars as more fully described in Schedule A attached hereto.

Previous STB Filing: Lease of Railroad Equipment filed April 20, 1992 at 10:15 a.m. under Recordation No. 17775.

Please file this Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECEIVED
SECRETARY
OFFICE OF THE
CLEARANCE UNIT
JUN 19 12:43 PM '00
SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 9, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of February 28, 1992 ("Lease"), with North American Chemical, a Delaware corporation, with respect to the thirty-eight (38) 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. 17775 filed on April 20, 1992 at 10:15 a.m..

The Lease was terminated as of November 4, 1999. 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

RECORDATION NO 17775-A FILED

JUN 19 '00 3-31 PM

SURFACE TRANSPORTATION BOARD

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

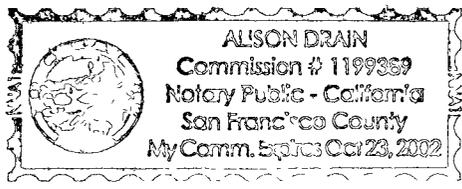
On June 16th, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

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.



Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

ad

SCHEDULE A

To the Termination of Full Maintenance Lease Agreement dated June 9, 2000

THE UNITS

Equipment Description:

Thirty-eight (38), 100-ton, roller bearing, 3560 cubic foot, covered hopper railcars equipped with 30" round hatches and gravity outlets, built by ACF Industries 1968 - 1972.

Unit Mark & Numbers:

DHGX 5000 - 5013
5015 - 5025
5027 - 5039