

**OSTER**  
**Researching Services**  
12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

March 17, 1999

RECORDATION NO. 20822-J FILED

MAR 17 '99

9-00AM

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

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Partial Termination of Lease dated March 15, 1999.

This agreement terminates 70 railcars from the Master Lease Agreement dated 7/15/96, STB Recordation #20822. These 70 railcars are listed on Schedule A to the Partial Termination of Lease.

Please record this agreement as a secondary document to STB Recordation #20822. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Mary Ann Oster*

## PARTIAL TERMINATION OF LEASE

MAR 17 '99

9-00AM

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of March 15, 1999, by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

RECITALS

A. Lessor entered into Schedule No. 5 dated as of April 1, 1998, as amended ("Schedule"), to the Master Lease Agreement dated as of July 15, 1996 ("Master Lease") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the seventy (70) railcars described in Schedule A attached hereto ("Units"). The Master Lease and Schedule are on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Nos. 20822 filed on August 18, 1997 and 20822-C filed on August 10, 1998, respectively.

B. Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Master Lease and Schedule and of all the rights and obligations of Lessee with respect to the Units under the Master Lease and Schedule.

NOW, THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

1. Partial Termination of Lease. Lessee hereby declares for the public record that the Master Lease and Schedule is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Master Lease and Schedule with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first above written.

## HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

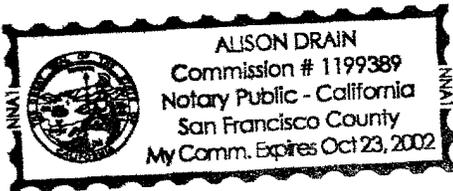
Its: Senior Vice President Finance  
and Chief Financial Officer

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

On March 15<sup>th</sup>, 1999, 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

## SCHEDULE A

To the Partial Termination of Lease dated as of March 15, 1999

### Description of Units:

Seventy (70), 3,420 and 3,433 cubic foot, 100-ton, three pocket, open top coal hopper railcars; built by either Greenville or C&O Raceland shops in 1979, 1980 and 1981.

<u>Unit</u>	<u>Number</u>	<u>Unit</u>	<u>Number</u>
1 HLMX	35002	36 HLMX	35311
2 HLMX	35006	37 HLMX	35315
3 HLMX	35021	38 HLMX	35325
4 HLMX	35031	39 HLMX	35326
5 HLMX	35044	40 HLMX	35337
6 HLMX	35094	41 HLMX	35349
7 HLMX	35095	42 HLMX	35353
8 HLMX	35108	43 HLMX	35361
9 HLMX	35111	44 HLMX	35364
10 HLMX	35112	45 HLMX	35368
11 HLMX	35115	46 HLMX	35369
12 HLMX	35117	47 HLMX	35371
13 HLMX	35119	48 HLMX	35374
14 HLMX	35124	49 HLMX	35385
15 HLMX	35135	50 HLMX	35386
16 HLMX	35189	51 HLMX	35387
17 HLMX	35197	52 HLMX	35389
18 HLMX	35198	53 HLMX	35394
19 HLMX	35202	54 HLMX	35402
20 HLMX	35203	55 HLMX	35405
21 HLMX	35209	56 HLMX	35411
22 HLMX	35227	57 HLMX	35416
23 HLMX	35239	58 HLMX	35418
24 HLMX	35243	59 HLMX	35428
25 HLMX	35255	60 HLMX	35430
26 HLMX	35259	61 HLMX	35433
27 HLMX	35261	62 HLMX	35438
28 HLMX	35264	63 HLMX	35441
29 HLMX	35281	64 HLMX	35469
30 HLMX	35282	65 HLMX	35473
31 HLMX	35288	66 HLMX	35478
32 HLMX	35291	67 HLMX	35491
33 HLMX	35296	68 HLMX	35494
34 HLMX	35306	69 HLMX	35499
35 HLMX	35308	70 HLMX	35519