

HELM FINANCIAL CORPORATION

SURFACE BOARD

One Embarcadero Center, San Francisco, CA 94111

415/398-4510 OCT 15 10:36 AM '98 FAX 415/398-4816

October 13, 1998

RECORDATION NO. 18873 FILED

OCT 16 '98 10-36 AM



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

RE: Termination Agreement to terminate the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between Helm Financial Corporation ("Lessor") and Norfolk Southern Railway Company ("Lessee"), is dated as of April 1, 1998.

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:

One (1) fully-executed original and one (1) Certification of True Copy of the above-referenced Termination Agreement.

In connection with the recording of the Termination Agreement, 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: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0072

Equipment: Ninety-six (96) railcars as more fully described in Schedule A to the Termination Agreement attached hereto.

Previous STB Filings: The Lease of Railroad Equipment dated April 19, 1995 is on file under Recordation Number 18873 filed on July 1, 1994, 18873-A was filed on April 28, 1995 and 18873-B was filed on March 4, 1996, respectively.

Please file the Termination Agreement 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.

Sincerely,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY
Alison Drain
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Date: 10/16/98

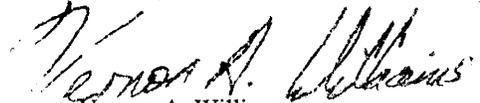
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/16/98 at 10:36 AM , and

assigned recordation number(s). 18364-B, 18873-C, 21716, 21716-A, 21717, 21718, 21718-A, 21719, 21720, 21720-A, and 21720-B.

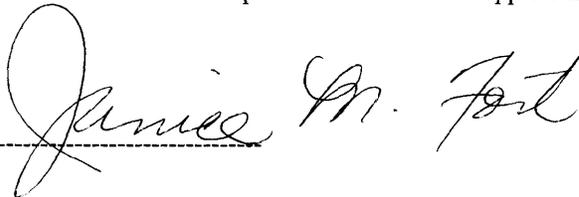
Sincerely Yours,


Vernon A. Williams

Enclosure(s)(11)
286.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



CERTIFICATION OF TRUE COPY



On Sept 29, 1998, I, Alison Drain, have examined the original copy of the Termination Agreement dated as of April 1, 1998, which is intended to terminate the Lease of Railroad Equipment dated as of May 9, 1994, between Helm Financial Corporation and Norfolk Southern Railway Company, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Alison Drain
Alison Drain
Document Administrator

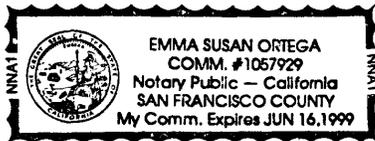
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 30 1998, before me, Emma S. Ortega, personally appeared Alison Drain, Document Administrator for **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.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

RECORDATION NO. 18873-C FILED

TERMINATION AGREEMENT

OCT 16 '98 10:36AM

THIS AGREEMENT ("Agreement") to terminate the Lease of Railroad Equipment dated as of May 9, 1994 ("Lease"), as amended, between HELM FINANCIAL CORPORATION ("Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY ("Lessee") is dated as of April 1, 1998 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the one hundred thirty-one (131) covered hopper railcars described in Annex A.1 thereto (Unit(s)) were leased by Lessor to Lessee.
- B. The Lease, Amendment No. 1 dated April 19, 1995 thereto and the Assignment of Lease dated as of February 9, 1996 are on file at the Surface Transportation Board of the Department of Transportation under Recordation Numbers 18872 filed on July 1, 1994, 18873-A file on April 28, 1995 and 18873-B filed on March 4, 1996, respectively.
- C. The Units bearing reporting marks and numbers from within the series TNM 1000-1171 were terminated from the Lease on May 31, 1995.
- D. Lessor and Lessee desire to terminate the Lease early for the remaining ninety-six (96) Units described in Schedule A attached hereto.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. The term of the Lease shall be deemed to have terminated on November 29, 1996 ("Termination Date").
- 2. Any obligations under the Lease with respect to any Unit incurred prior to the Termination Date for such Unit shall survive the termination of the Lease for such Unit. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.

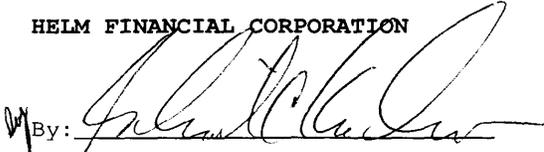
IN WITNESS WHEREOF, parties hereto have caused this Agreement to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

NORFOLK SOUTHERN RAILWAY COMPANY

By: 
Print Name: Richard C. Kirchner

By: 
Print Name: William T. Rousis

Its: President

Its: Manager Purchasing Car

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SCHEDULE A

To the Termination Agreement dated as of April 1, 1998 between Helm Financial Corporation and Norfolk Southern Railway Company

Equipment Description:

Ninety-six (96), 4600 cubic foot, 100-ton capacity, three pocket, jumbo covered hopper railcars with trough hatches.

Unit Numbers:

HJVX 10300-10344
10346-10350
10352
10353
10355-10370
10372-10399

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

On this 30th day of April, 1998, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President 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]

COMMONWEALTH OF VIRGINIA)
) S.S.
COUNTY OF ROANOKE)

On this 17 day of April, 1998, before me Jane S. Shamper
personally appeared William T. Rousis, Manager Purchasing Car of **NORFOLK
SOUTHERN RAILWAY COMPANY**,

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.

Jane S. Shamper
SIGNATURE OF THE NOTARY
My Commission Expires July 31, 2000

[Notarial Seal]