HELM
FINANCIAL CORPORATION

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

RECORDATION NO. 20822-BB FILED

SEP 27 '00 8-11 AM

SURFACE TRANSPORTATION BOARD

September 14, 2000

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

RE: Partial Termination of Master Lease Agreement evidencing **Schedule No. 4** dated September 14, 2000 **("Termination")**, between Helm Financial Corporation (**"Lessor"**) and Norfolk Southern Railway Company (**"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 Partial 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: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0072

A short summary of the document to appear in the index follows:

Partial Termination of Master Lease Agreement dated September 14, 2000, evidencing **Schedule No. 4**, as amended, between Helm Financial Corporation as Lessor and Norfolk Southern Railway Company as Lessee covering 395 railcars within the series HLMX 1080-589680 and HMJX 17115-87489 (all ns).

Please file this Partial Termination as a supplementary document to Recordation No. **20822-B** filed May 18, 1998, 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

Alison Drain
Document Administrator

/ad
Enclosures (2)

SEP 25 11 33 AM '00

RECEIVED
SURFACE TRANSPORTATION BOARD

stb/termlse/nsr011.04 ad/09/14/00

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT (**"Termination"**) is dated September 14, 2000 by **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**).

1. **Recitals**. Lessor entered into the Master Lease Agreement evidencing **Schedule No. 4** dated as of February 11, 1998, as amended (**"Lease"**), with **NORFOLK SOUTHERN RAILWAY COMPANY**, a Delaware corporation, with respect to the three hundred ninety-five (395) railcars more fully described in Schedule A attached hereto. The Schedule is on file at the Surface Transportation Board of the Department of Transportation (**"STB"**), under STB Recordation No. **20822-B** filed on May 18, 1998 at 11:00 a.m.

   The Schedule was terminated as of February 28, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination**. The Schedule is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: _____

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 20822-BB FILED

SEP 27 '00 8-11 AM

SURFACE TRANSPORTATION BOARD

terminat/lease/nsr011.04trm ad/09/14/00

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

On September 25, 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.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

terminat/lease/nsr011.04trm ad/09/14/00

Schedule A

To the Partial Termination of Master Lease Agreement dated September 14, 2000 between Helm Financial Corporation and Norfolk Southern Railway Company

Equipment Description:

Three hundred ninety-five (395), open top hopper railcars.

	Unit Numbers:		Delivery Date:
1	HLMX	1080	04/30/98
2	HLMX	1370	03/14/98
3	HLMX	1600	04/30/98
4	HLMX	1650	02/25/98
5	HLMX	5062	04/19/98
6	HLMX	5066	04/07/98
7	HLMX	5071	05/15/98
8	HLMX	5072	04/19/98
9	HLMX	5096	04/30/98
10	HLMX	5121	03/15/98
11	HLMX	5129	03/14/98
12	HLMX	5130	03/14/98
13	HLMX	5143	03/15/98
14	HLMX	5150	02/23/98
15	HLMX	5166	03/15/98
16	HLMX	5172	02/23/98
17	HLMX	5178	03/15/98
18	HLMX	5187	02/23/98
19	HLMX	5197	03/14/98
20	HLMX	5199	03/15/98
21	HLMX	5211	03/15/98
22	HLMX	5221	03/14/98
23	HLMX	5224	02/23/98
24	HLMX	5226	02/23/98
25	HLMX	5231	03/15/98
26	HLMX	5232	03/15/98
27	HLMX	5236	02/23/98
28	HLMX	5241	03/15/98
29	HLMX	5253	03/15/98
30	HLMX	5258	02/23/98
31	HLMX	6600	04/24/98
32	HLMX	6601	05/09/98
33	HLMX	6602	04/24/98
34	HLMX	6603	05/09/98
35	HLMX	6604	04/24/98
36	HLMX	6605	04/24/98
37	HLMX	6606	04/24/98
38	HLMX	6607	04/24/98
39	HLMX	6609	04/24/98
40	HLMX	6612	04/24/98
41	HLMX	6613	05/09/98
42	HLMX	6614	05/09/98
43	HLMX	6615	04/24/98
44	HLMX	6617	04/24/98
45	HLMX	6618	05/09/98
46	HLMX	6619	05/09/98
47	HLMX	6620	04/24/98
48	HLMX	6621	05/09/98

	Unit Numbers:		Delivery Date:
49	HLMX	6623	04/24/98
50	HLMX	6624	05/09/98
51	HLMX	6625	05/09/98
52	HLMX	6626	05/09/98
53	HLMX	6627	05/09/98
54	HLMX	6629	05/09/98
55	HLMX	6630	05/09/98
56	HLMX	6631	05/09/98
57	HLMX	6632	05/09/98
58	HLMX	6634	05/09/98
59	HLMX	6635	04/24/98
60	HLMX	6636	05/09/98
61	HLMX	6637	05/09/98
62	HLMX	6639	04/24/98
63	HLMX	6640	05/09/98
64	HLMX	6641	05/09/98
65	HLMX	6643	05/09/98
66	HLMX	6648	04/24/98
67	HLMX	6649	05/09/98
68	HLMX	6650	04/24/98
69	HLMX	6654	04/24/98
70	HLMX	6655	05/09/98
71	HLMX	6657	05/09/98
72	HLMX	6659	05/09/98
73	HLMX	6660	04/24/98
74	HLMX	6663	05/09/98
75	HLMX	6664	04/24/98
76	HLMX	6665	04/24/98
77	HLMX	6667	05/09/98
78	HLMX	6668	04/24/98
79	HLMX	6669	05/09/98
80	HLMX	6671	05/09/98
81	HLMX	6672	05/09/98
82	HLMX	6674	04/24/98
83	HLMX	6675	04/24/98
84	HLMX	6679	04/24/98
85	HLMX	6680	04/24/98
86	HLMX	6682	04/24/98
87	HLMX	6683	04/24/98
88	HLMX	6684	04/24/98
89	HLMX	6686	05/09/98
90	HLMX	6687	05/09/98
91	HLMX	6688	04/24/98
92	HLMX	6690	04/24/98
93	HLMX	6692	05/09/98
94	HLMX	6693	04/24/98
95	HLMX	6694	04/24/98
96	HLMX	6695	04/24/98

Schedule A - Continued

	Unit Numbers:		Delivery Date:
97	HLMX	6696	05/09/98
98	HLMX	6698	05/09/98
99	HLMX	6699	04/24/98
100	HLMX	6700	04/24/98
101	HLMX	6701	05/09/98
102	HLMX	6702	05/09/98
103	HLMX	6703	05/09/98
104	HLMX	6704	04/24/98
105	HLMX	6705	05/09/98
106	HLMX	6706	04/24/98
107	HLMX	6707	05/09/98
108	HLMX	6708	04/24/98
109	HLMX	6709	05/09/98
110	HLMX	6711	04/24/98
111	HLMX	6712	04/24/98
112	HLMX	6714	05/09/98
113	HLMX	6715	05/09/98
114	HLMX	6716	04/24/98
115	HLMX	6717	05/09/98
116	HLMX	6718	04/24/98
117	HLMX	6719	04/24/98
118	HLMX	6823	05/09/98
119	HLMX	6826	04/24/98
120	HLMX	6840	04/24/98
121	HLMX	6844	05/09/98
122	HLMX	6849	05/09/98
123	HLMX	6855	04/24/98
124	HLMX	6856	04/24/98
~~125~~	HLMX	6658	05/09/98
126	HLMX	6891	05/09/98
127	HLMX	6902	05/09/98
128	HLMX	6919	04/24/98
129	HLMX	7464	04/24/98
130	HLMX	7483	04/24/98
131	HLMX	10013	04/19/98
132	HLMX	10017	04/16/98
133	HLMX	10115	04/16/98
134	HLMX	16303	03/01/98
135	HLMX	16307	03/01/98
136	HLMX	16308	03/01/98
137	HLMX	16328	04/30/98
138	HLMX	16335	03/01/98
139	HLMX	16338	03/01/98
140	HLMX	16342	03/01/98
141	HLMX	20017	04/30/98
142	HLMX	20022	04/19/98
143	HLMX	33002	03/14/98
144	HLMX	33004	02/25/98
145	HLMX	33006	02/25/98
146	HLMX	33007	03/01/98
147	HLMX	33010	03/14/98
148	HLMX	33011	02/25/98
149	HLMX	33013	02/23/98
150	HLMX	33014	03/14/98
151	HLMX	33015	03/14/98

	Unit Numbers:		Delivery Date:
152	HLMX	33017	02/23/98
153	HLMX	33019	03/14/98
154	HLMX	33021	03/14/98
155	HLMX	33022	03/14/98
156	HLMX	33024	03/14/98
157	HLMX	33025	03/14/98
158	HLMX	33026	03/14/98
159	HLMX	33029	02/23/98
160	HLMX	33030	02/25/98
161	HLMX	33032	03/14/98
162	HLMX	33034	04/27/98
163	HLMX	33035	03/01/98
164	HLMX	33037	03/14/98
165	HLMX	33041	03/14/98
166	HLMX	33042	02/23/98
167	HLMX	33045	02/23/98
168	HLMX	33046	03/14/98
169	HLMX	33047	02/25/98
170	HLMX	33049	03/14/98
171	HLMX	33050	03/14/98
172	HLMX	33053	04/27/98
173	HLMX	33056	03/14/98
174	HLMX	33061	02/25/98
175	HLMX	33062	05/08/98
176	HLMX	33063	03/14/98
177	HLMX	33064	03/14/98
178	HLMX	33065	02/25/98
179	HLMX	33066	03/14/98
180	HLMX	33068	02/23/98
181	HLMX	33070	02/23/98
182	HLMX	33071	03/14/98
183	HLMX	33074	02/23/98
184	HLMX	33075	03/26/98
185	HLMX	33077	03/26/98
186	HLMX	33080	03/26/98
187	HLMX	33081	03/26/98
188	HLMX	33083	03/26/98
189	HLMX	33084	03/26/98
190	HLMX	33086	03/26/98
191	HLMX	33090	03/26/98
192	HLMX	33091	02/25/98
193	HLMX	33092	03/26/98
194	HLMX	33093	03/26/98
195	HLMX	33095	03/26/98
196	HLMX	33097	03/26/98
197	HLMX	33099	03/26/98
198	HLMX	33114	03/14/98
199	HLMX	33122	03/14/98
200	HLMX	33123	03/14/98
201	HLMX	33140	03/14/98
202	HLMX	33153	03/14/98
203	HLMX	33159	03/14/98
204	HLMX	33162	03/14/98
205	HLMX	33166	03/14/98
206	HLMX	33167	03/14/98

Schedule A - Continued

	Unit Numbers:		Delivery Date:
207	HLMX	33171	03/14/98
208	HLMX	33181	03/14/98
209	HLMX	34000	02/23/98
210	HLMX	34001	03/14/98
211	HLMX	34004	02/23/98
212	HLMX	87601	02/25/98
213	HLMX	87608	03/14/98
214	HLMX	87610	03/14/98
215	HLMX	87615	02/25/98
216	HLMX	87626	02/25/98
217	HLMX	87632	02/25/98
218	HLMX	87652	05/06/98
219	HLMX	87654	02/25/98
220	HLMX	87676	03/01/98
221	HLMX	87678	05/08/98
222	HLMX	87684	02/25/98
223	HLMX	87687	05/04/98
224	HLMX	87691	04/19/98
225	HLMX	87693	02/23/98
226	HLMX	87709	04/30/98
227	HLMX	87710	02/23/98
228	HLMX	87716	04/16/98
229	HLMX	87719	04/19/98
230	HLMX	87721	02/23/98
231	HLMX	87730	02/25/98
232	HLMX	87735	02/25/98
233	HLMX	87736	05/15/98
234	HLMX	87737	04/30/98
235	HLMX	87770	04/13/98
236	HLMX	87778	02/25/98
237	HLMX	87781	02/25/98
238	HLMX	87790	04/13/98
239	HLMX	87791	02/23/98
240	HLMX	87798	03/14/98
241	HLMX	200000	02/23/98
242	HLMX	200001	03/14/98
243	HLMX	200003	02/23/98
244	HLMX	200004	03/14/98
245	HLMX	200005	02/23/98
246	HLMX	200006	03/14/98
247	HLMX	200007	02/23/98
248	HLMX	200008	03/14/98
249	HLMX	200009	02/23/98
250	HLMX	200010	03/14/98
251	HLMX	200011	02/23/98
252	HLMX	200012	02/23/98
253	HLMX	200014	02/23/98
254	HLMX	200015	02/23/98
255	HLMX	200017	02/23/98
256	HLMX	200018	02/23/98
257	HLMX	200020	03/14/98
258	HLMX	200021	02/23/98
259	HLMX	200022	02/23/98
260	HLMX	200023	03/14/98
261	HLMX	200024	03/14/98

	Unit Numbers:		Delivery Date:
262	HLMX	540530	04/27/98
263	HLMX	540661	03/14/98
264	HLMX	540668	02/25/98
265	HLMX	582222	03/14/98
266	HLMX	582314	02/23/98
267	HLMX	582341	03/14/98
268	HLMX	582368	03/14/98
269	HLMX	582447	03/14/98
270	HLMX	582463	03/14/98
271	HLMX	582470	02/23/98
272	HLMX	582520	03/14/98
273	HLMX	582531	02/23/98
274	HLMX	582582	02/23/98
275	HLMX	582752	03/14/98
276	HLMX	582826	03/14/98
277	HLMX	582895	02/23/98
278	HLMX	582948	03/14/98
279	HLMX	583182	02/23/98
280	HLMX	587783	04/30/98
281	HLMX	587916	02/23/98
282	HLMX	587920	03/14/98
283	HLMX	587929	02/23/98
284	HLMX	587980	02/23/98
285	HLMX	588052	04/19/98
286	HLMX	588063	02/23/98
287	HLMX	588092	02/23/98
288	HLMX	588189	03/14/98
289	HLMX	588341	03/14/98
290	HLMX	588349	04/30/98
291	HLMX	588568	03/14/98
292	HLMX	588727	03/14/98
293	HLMX	588753	04/07/98
294	HLMX	588962	03/14/98
295	HLMX	589053	02/23/98
296	HLMX	589149	02/23/98
297	HLMX	589276	02/23/98
298	HLMX	589325	05/14/98
299	HLMX	589340	02/23/98
300	HLMX	589348	03/14/98
301	HLMX	589680	03/14/98
302	HMJX	17115	04/27/98
303	HMJX	17117	03/01/98
304	HMJX	17124	04/24/98
305	HMJX	17136	03/01/98
306	HMJX	17151	04/21/98
307	HMJX	17179	05/08/98
308	HMJX	17188	03/01/98
309	HMJX	17189	03/01/98
310	HMJX	17193	03/01/98
311	HMJX	87002	02/25/98
312	HMJX	87004	02/25/98
313	HMJX	87010	02/25/98
314	HMJX	87017	02/25/98
315	HMJX	87018	02/25/98
316	HMJX	87019	02/25/98

Schedule A - Continued

	Unit Numbers:		Delivery Date:
317	HMJX	87022	03/26/98
318	HMJX	87023	03/26/98
319	HMJX	87034	02/25/98
320	HMJX	87055	03/10/98
321	HMJX	87057	02/25/98
322	HMJX	87062	03/10/98
323	HMJX	87064	03/01/98
324	HMJX	87068	02/25/98
325	HMJX	87082	02/25/98
326	HMJX	87088	03/01/98
327	HMJX	87090	02/25/98
328	HMJX	87116	02/25/98
329	HMJX	87133	03/10/98
330	HMJX	87135	02/25/98
331	HMJX	87140	03/26/98
332	HMJX	87145	03/10/98
333	HMJX	87156	02/25/98
334	HMJX	87159	02/25/98
335	HMJX	87162	03/10/98
336	HMJX	87171	03/01/98
337	HMJX	87174	02/25/98
338	HMJX	87179	02/25/98
339	HMJX	87193	02/25/98
340	HMJX	87203	02/25/98
341	HMJX	87215	02/25/98
342	HMJX	87217	02/25/98
343	HMJX	87221	02/25/98
344	HMJX	87222	02/25/98
345	HMJX	87224	02/25/98
346	HMJX	87231	03/26/98
347	HMJX	87240	02/25/98
348	HMJX	87244	03/01/98
349	HMJX	87245	03/10/98
350	HMJX	87255	02/25/98
351	HMJX	87258	02/25/98
352	HMJX	87260	02/25/98
353	HMJX	87264	02/25/98
354	HMJX	87266	02/25/98
355	HMJX	87269	02/25/98
356	HMJX	87276	03/10/98
357	HMJX	87279	03/10/98
358	HMJX	87281	02/25/98
359	HMJX	87282	02/25/98
360	HMJX	87283	02/25/98
361	HMJX	87292	02/25/98
362	HMJX	97297	02/25/98
363	HMJX	87301	02/23/98
364	HMJX	87318	02/25/98
365	HMJX	87323	02/25/98
366	HMJX	87324	03/10/98
367	HMJX	87329	03/14/98
368	HMJX	87331	03/26/98
369	HMJX	87332	02/25/98
370	HMJX	87338	02/25/98
371	HMJX	87339	02/23/98

	Unit Numbers:		Delivery Date:
372	HMJX	87343	02/25/98
373	HMJX	87350	02/25/98
374	HMJX	87359	03/01/98
375	HMJX	87368	03/26/98
376	HMJX	87374	02/25/98
377	HMJX	87380	02/25/98
378	HMJX	87388	02/25/98
379	HMJX	87393	02/23/98
380	HMJX	87406	02/25/98
381	HMJX	87410	02/25/98
382	HMJX	87416	02/25/98
383	HMJX	98432	03/10/98
384	HMJX	87434	02/25/98
385	HMJX	87448	03/01/98
386	HMJX	87449	02/25/98
387	HMJX	87464	02/25/98
388	HMJX	87465	02/25/98
389	HMJX	87468	02/25/98
390	HMJX	87469	02/25/98
391	HMJX	87474	02/25/98
392	HMJX	87475	02/25/98
393	HMJX	87484	03/26/98
394	HMJX	87487	02/25/98
395	HMJX	87489	03/14/98