

HELM FINANCIAL CORPORATION

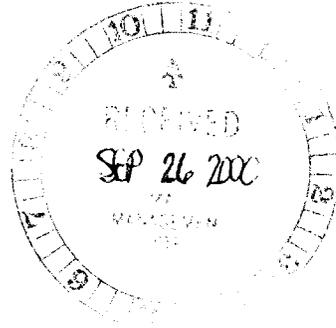
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

July 18, 2000

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



RE: Partial Termination of Master Lease Agreement dated July 18, 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

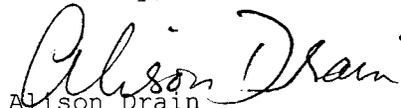
Name and Address of Lessee: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0072

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

This Partial Termination of Master Lease Agreement evidencing **Schedule No. 12**
dated June 21, 1999, between Helm Financial Corporation as Lessor and Norfolk
Southern Railway Company as Lessee covers 61 locomotives within the series BN
7167-7205 and HLCX 6061-6401.

Please file this Partial Termination as a supplementary document to Recordation
No. **20822-K** filed July 19, 1999 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
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 20822-00 FILED

SEP 27 '00 11 33 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 26 11 33 AM '00

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of July 18, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

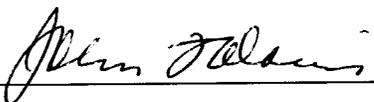
1. Recitals. Lessor entered into the Master Lease Agreement evidencing Schedule No. 12 dated as of June 21, 1999, to that certain Master Lease Agreement dated July 15, 1996 ("Lease") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the sixty-one (61) locomotives described 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-K filed on August 18, 1997 at 11:20 a.m.

The Schedule was terminated as of March 31, 2000. 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-DD FILED

SEP 27 '00 18-33 AM

SURFACE TRANSPORTATION BOARD

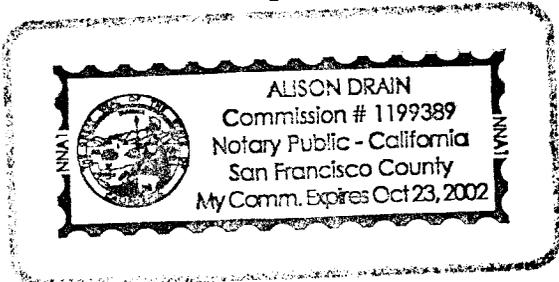
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On 9/25, 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.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Master Lease Agreement dated July 18, 2000.

THE UNITS

GROUP A UNITS

Equipment Description:

Thirty-nine (39), 3,000 horsepower, six-axle, SD40-2 locomotives with dynamic brakes.

<u>Unit Numbers</u>	<u>Settlement Value</u>
BN 7167-7205	\$380,000.00/Unit

GROUP B UNITS

Twenty-two (22) locomotives.

<u>Unit Number</u>	<u>Type</u>
HLCX 6061-6066, 6068, 6069	SD40-3
HLCX 6090, 6500	SD40-3
HLCX 6202, 6204-6206, 6208	SD40-2
HLCX 6213, 6218, 6219	SD40-2
HLCX 6225-6227, 6401	SD40-2