

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

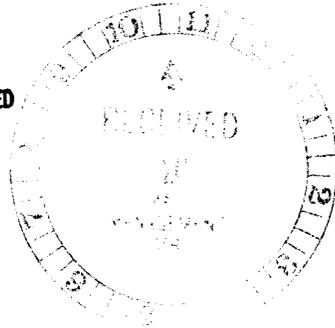
FAX 415/398-4816

RECORDATION NO. 20822-FF FILED

August 23, 2000

SEP 27 '00 18-56 AM

SURFACE TRANSPORTATION BOARD



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 14** dated August 23, 2000 ("**Termination**"), between **Helm Financial Corporation** and **Norfolk Southern Railway Company**.

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 the 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 evidencing **Schedule No. 14** dated July 16, 1999, as amended, between Helm Financial Corporation as Lessor and Norfolk Southern Railway Company as Lessee covering 36 locomotives within the series HATX 750, 751, HLCX 6060-6507 (ns) , HLCX 5020-6100 (ns) and HLGX 554.

Please file this Partial Termination as a supplementary document to Recordation No. **20822-N** filed October 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.

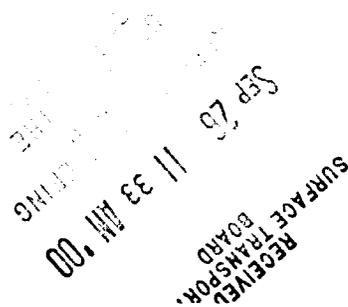
Yours truly,

Allison Drain
Document Administrator

/ad
Enclosures (2)

stb/term1se/nsr011.14

ad/08/23/00



PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of August 23, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Master Lease Agreement evidencing **Schedule No. 14** dated as of July 16, 1999, as amended, to that certain Master Lease Agreement dated July 15, 1996 ("**Lease**") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the thirty-six (36) 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-N** filed on October 19, 1999 at 9:00 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

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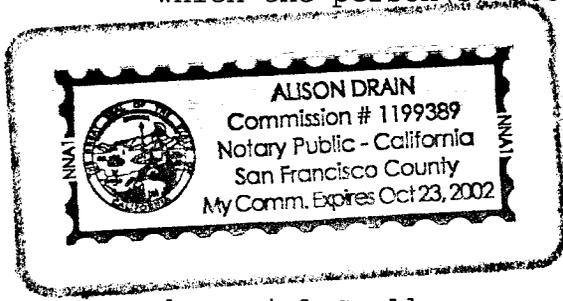
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

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

Equipment Description:

Twenty-four (24), 3000 horsepower, locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>	<u>Unit Number</u>	<u>Model</u>
HATX 750	SD40-2	HLCX 6216	SD40-2
HATX 751	SD40-2	HLCX 6217	SD40-2
HLCX 6060	SD40-3	HLCX 6221	SD40-2
HLCX 6067	SD40-3	HLCX 6228	SD40-2
HLCX 6091	SD40-3	HLCX 6310	SD40-2
HLCX 6092	SD40-3	HLCX 6311	SD40-2
HLCX 6207	SD40-2	HLCX 6312	SD40-2
HLCX 6209	SD40-2	HLCX 6502	SD40-3
HLCX 6210	SD40-2	HLCX 6504	SD40-3
HLCX 6211	SD40-2	HLCX 6505	SD40-3
HLCX 6213	SD40-2	HLCX 6506	SD40-3
HLCX 6215	SD40-2	HLCX 6507	SD40-3

Equipment Description:

Twelve (12), 3000 horsepower, six-axle locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>	<u>Unit Number</u>	<u>Model</u>
HLCX 5020	SD40	HLCX 6000	SD40-3
HLCX 5022	SD40	HLCX 6055	SD40-3
HLCX 5023	SD40	HLCX 6058	SD40-3
HLCX 5027	SD40	HLCX 6059	SD40-3
HLCX 5049	SD40	HLCX 6100	SD40-3
HLCX 5053	SD40	HLGX 554	C30-7