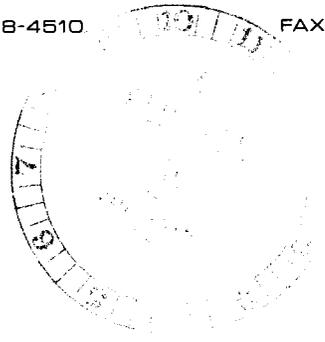


# HELM FINANCIAL CORPORATION

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

August 25, 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 18** dated August 25, 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:**

This Termination of Master Lease Agreement evidencing **Schedule No. 18** dated September 1, 1999 to that certain Master Lease Agreement dated July 15, 1996 between Helm Financial Corporation as Lessor and Norfolk Southern Railway Company as Lessee covering 10 locomotives within the series HATX 904-919 (ns), HLCX 5060 and MKCX 9530.

Please file this Termination as a supplementary document to Recordation No. **20822-P** filed November 16, 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,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 20822-66 FILED

SEP 27 '00 19-06 AM

SURFACE TRANSPORTATION BOARD

SEP 26 11 33 AM '00  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of August 25, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Master Lease Agreement evidencing **Schedule No. 18** dated as of September 1, 1999 to that certain Master Lease Agreement dated July 15, 1996 ("**Lease**") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the ten (10) 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-P** filed on November 16, 1999 at 2:30 p.m.

The Schedule was terminated as of June 19, 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. 20822-66 FILED

SEP 27 '00 19-06 AM

SURFACE TRANSPORTATION BOARD



SCHEDULE A

To the Termination of Master Lease Agreement dated August 25, 2000.

THE UNITS

Equipment Description:

Ten (10), 3000 horsepower, six-axle locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>
HATX 904	SD45-2
HATX 907	SD45-2
HATX 912	SD45-2
HATX 913	SD45-2
HATX 914	SD45-2
HATX 915	SD45-2
HATX 918	SD45-2
HATX 919	SD45-2
HLCX 5060	SD40
MKCX 9530	SD45