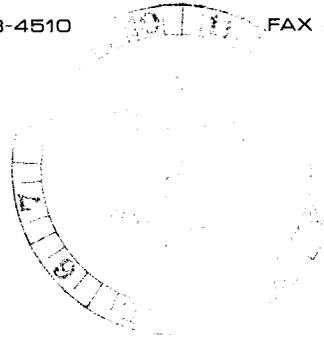


HELM FINANCIAL CORPORATION

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

August 30, 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 20** dated August 30, 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 Partial Termination of Master Lease Agreement evidencing **Schedule No. 20** dated October 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 54 locomotives within the series MKCX 9001-9047 (ns), HLCX 6222-6523 (ns).

Please file this Termination as a supplementary document to Recordation No. **20822-R** 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-IF FILED

SEP 27 '00 19-25 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 26 11 32 AM '00
APPROVED FOR FILING
SECRETARY

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of August 30, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Master Lease Agreement evidencing **Schedule No. 20** dated as of October 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 fifty-four (54) 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-R filed on November 16, 1999 at 9:30 a.m.

The Schedule was terminated as of May 27, 2000. The purpose of this Termination is to provide a formal termination document for filing with the STB.

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

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease 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-II FILED

SEP 27 '00 19-25 AM

SURFACE TRANSPORTATION BOARD

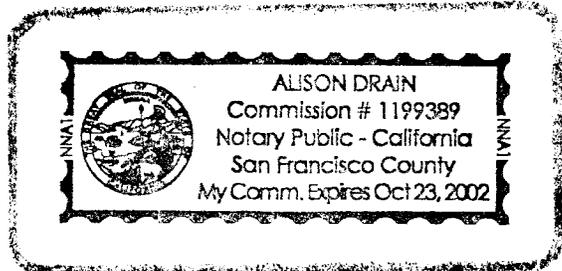
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

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.



Witness my hand and official seal.

Alison Drain

SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Master Lease Agreement dated August 30, 2000.

THE UNITS

Equipment Description:

Fifty-four (54), 3000 horsepower, locomotives equipped with dynamic brakes.

<u>Unit</u>	<u>Number</u>
1 MKCX	9023
2 MKCX	9024
3 MKCX	9025
4 MKCX	9026
5 MKCX	9027
6 MKCX	9028
7 MKCX	9029
8 MKCX	9030
9 MKCX	9031
10 MKCX	9032
11 MKCX	9033
12 MKCX	9034
13 MKCX	9035

<u>Unit</u>	<u>Number</u>
14 MKCX	9036
15 MKCX	9037
16 MKCX	9038
17 MKCX	9039
18 MKCX	9040
19 MKCX	9041
20 MKCX	9042
21 MKCX	9043
22 MKCX	9044
23 MKCX	9045
24 MKCX	9046
25 MKCX	9047

<u>Unit</u>	<u>Number</u>
1 MKCX	9001
2 MKCX	9003
3 MKCX	9004
4 MKCX	9005
5 MKCX	9006
6 MKCX	9008
7 MKCX	9009
8 MKCX	9010
9 MKCX	9012

<u>Unit</u>	<u>Number</u>
10 MKCX	9013
11 MKCX	9014
12 MKCX	9015
13 MKCX	9016
14 MKCX	9017
15 MKCX	9018
16 MKCX	9019
17 MKCX	9020

<u>Unit</u>	<u>Number</u>
1 HLCX	6222
2 HLCX	6297
3 HLCX	6299
4 HLCX	6402
5 HLCX	6403
6 HLCX	6404

<u>Unit</u>	<u>Number</u>
7 HLCX	6450
8 HLCX	6071
9 HLCX	6072
10 HLCX	6073
11 HLCX	6086
12 HLCX	6523