

# HELM FINANCIAL CORPORATION

September 19, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 20822-AAA FILED

OCT 09 '01 12-86 PM

SURFACE TRANSPORTATION BOARD

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

RE: Partial Termination of Master Lease Agreement dated August 31, 2001 by  
Helm Financial Corporation ("Partial Termination").

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 Partial  
Termination.

In connection with the recording of the 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 24042-0041

Equipment: 100 Covered Hopper Railcar  
HLMX 292830-292929

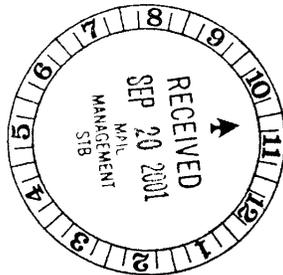
Please record this Partial Termination of Master Lease Agreement as a  
supplemental agreement to STB Recordation No. 20822-S filed on December 29, 1999  
at 7:45 AM. The filing fee of \$28,00 is included in our enclosed Check No. 46802  
in the amount of \$588.00.

Summary: Partial Termination of Master Lease Agreement dated August 31, 2001  
by Helm Financial Corporation for 100 covered hopper railcars, HLMX 292830-  
292929, to be filed as a supplemental agreement. Please file this Partial  
Termination as a supplemental agreement to STB Recordation No. 20822-S.

Yours truly,

  
Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)



20822-AAA

12:36

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of August 31, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Master Lease Agreement dated as of July 16, 1996 ("Master Lease") and Schedule No. 11 thereto dated as of July 17, 1999 ("Schedule 11") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the one hundred (100) railcars 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-S filed on December 29, 1999 at 7:45 AM.

Schedule 11 was terminated on August 31, 2001. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. Termination. Schedule 11 to the Master Lease is hereby formally terminated.

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

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

RECORDATION NO. 20822-M M FILED

OCT 09 '01 12-86 PM

SURFACE TRANSPORTATION BOARD

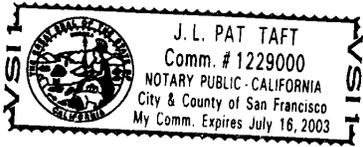
STATE OF CALIFORNIA            )  
                                          ) S.S.  
COUNTY OF SAN FRANCISCO    )

On September 4, 2001, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, 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.

  
SIGNATURE OF THE NOTARY

SCHEDULE A

Description of the Units:

One hundred (100), 5,161 cubic foot, 111-ton capacity, triple-covered hopper railcars with trough center sill and gravity discharge outlet gates; built by Trinity Industries, Inc. in 1996.

Old Reporting  
Mark and Number

NS 292830-292929

New Reporting  
Mark and Number

HLMX 292830-292929