

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

July 9, 2002

RECORDATION NO. 20822-NV FILED

JUL 11 '02 1-39 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 November 19, 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: 127 Gondola Railcars
CR 585300-596019 (Not Inclusive)

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 20822-F filed on September 23, 1998 at 2:28 PM. The filing fee of \$30.00 is included in our enclosed Check No. 1138 in the amount of \$270.00.

Summary: Partial Termination of Master Lease Agreement dated November 19, 2001 by Helm Financial Corporation for 127 gondola railcars, CR 585300-596019 (Not Inclusive), to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822.

Yours truly,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

JUN 11 '02 1-39 PM

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of November 19, 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. 6 thereto dated as of May 20, 1998 ("Schedule 6") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the one hundred twenty-seven (127) 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-F filed on September 23, 1998 at 2:28 PM.

Schedule 6 was terminated on May 31, 2001. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. Termination. Schedule 6 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

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

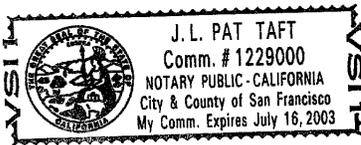
On November 20th, 2001, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of HELM FINANCIAL CORPORATION,

 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.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Partial Termination of Master Lease Agreement dated November 19, 2001

Equipment Description:

One hundred twenty-seven (127), 100-ton, gondola railcars with steel floors.

<u>Reporting</u>			<u>Reporting</u>			<u>Reporting</u>			<u>Reporting</u>		
<u>Mark & Number</u>											
1	CR	585300	35	CR	585403	69	CR	589016	103	CR	589050
2	CR	585301	36	CR	585404	70	CR	589017	104	CR	589051
3	CR	585302	37	CR	585405	71	CR	589018	105	CR	589052
4	CR	585303	38	CR	585406	72	CR	589019	106	CR	589053
5	CR	585304	39	CR	585407	73	CR	589020	107	CR	589054
6	CR	585305	40	CR	585408	74	CR	589021	108	CR	596000
7	CR	585306	41	CR	585409	75	CR	589022	109	CR	596001
8	CR	585307	42	CR	585410	76	CR	589023	110	CR	596002
9	CR	585308	43	CR	585411	77	CR	589024	111	CR	596003
10	CR	585309	44	CR	585412	78	CR	589025	112	CR	596004
11	CR	585310	45	CR	585413	79	CR	589026	113	CR	596005
12	CR	585312	46	CR	585414	80	CR	589027	114	CR	596006
13	CR	585314	47	CR	585415	81	CR	589028	115	CR	596007
14	CR	585315	48	CR	585416	82	CR	589029	116	CR	596008
15	CR	585316	49	CR	585417	83	CR	589030	117	CR	596009
16	CR	585317	50	CR	585418	84	CR	589031	118	CR	596010
17	CR	585321	51	CR	585419	85	CR	589032	119	CR	596011
18	CR	585323	52	CR	585420	86	CR	589033	120	CR	596012
19	CR	585324	53	CR	589000	87	CR	589034	121	CR	596013
20	CR	585325	54	CR	589001	88	CR	589035	122	CR	596014
21	CR	585326	55	CR	589002	89	CR	589036	123	CR	596015
22	CR	585328	56	CR	589003	90	CR	589037	124	CR	596016
23	CR	585329	57	CR	589004	91	CR	589038	125	CR	596017
24	CR	585330	58	CR	589005	92	CR	589039	126	CR	596018
25	CR	585331	59	CR	589006	93	CR	589040	127	CR	596019
26	CR	585332	60	CR	589007	94	CR	589041			
27	CR	585333	61	CR	589008	95	CR	589042			
28	CR	585336	62	CR	589009	96	CR	589043			
29	CR	585337	63	CR	589010	97	CR	589044			
30	CR	585338	64	CR	589011	98	CR	589045			
31	CR	585339	65	CR	589012	99	CR	589046			
32	CR	585340	66	CR	589013	100	CR	589047			
33	CR	585401	67	CR	589014	101	CR	589048			
34	CR	585402	68	CR	589015	102	CR	589049			