

**HELM**  
**FINANCIAL CORPORATION**

August 14, 2002

One Embarcadero Center - San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDED 22827-B FILED

AUG 19 12

12-03 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 as of July 25, 2002 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: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
P.O. Box 961061  
Fort Worth, TX 76161-0061

Equipment: 50 Gondola Railcars  
ATW 10000-10049

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 22827-A filed on March 24, 2000 at 11:34 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Partial Termination of Master Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation for 50 gondola railcars, ATW 10000-10049, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 22827-A.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of July 25, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Master Lease Agreement dated as of June 27, 1997 ("Master Lease") and Schedule No. 1 thereto dated as of June 27, 1997 ("Schedule 1") with **The Burlington Northern and Santa Fe Railway Company**, a Delaware corporation, with respect to the fifty (50) 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. **22827-A** filed on March 24, 2000 at 11:34 AM.

Schedule 1 was terminated on January 22, 2002. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. Termination. Schedule 1 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

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SURFACE TRANSPORTATION BOARD

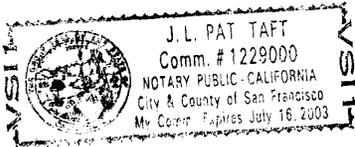
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 26<sup>th</sup>, 2002, 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 as of July 25, 2002**

**Equipment Description:** Fifty (50), 100-ton, 65'6", with 5' interior sides, 2922 cubic foot capacity, gondola railcars originally built by Bethlehem Steel in 1979 and 1980. Cars converted from 70-ton to 100-ton cars by Berwind in 1997.

**Unit Mark and Numbers:**        **ATW 10000-10049**