

HELM FINANCIAL CORPORATION

August 14, 2002

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

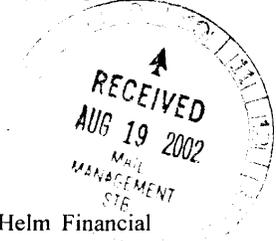
RECORDATION NO. 20822-PP FILED

AUG 19 '02

12-48 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: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0041

Equipment: 100 Covered Hopper Railcars
NS 291100-291199

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 20822-U filed on January 14, 2000 at 8:09 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 100 covered hopper railcars, NS 291100-291199, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822-U.

Yours truly,

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

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 July 16, 1996 ("Master Lease") and Schedule No. 21 thereto dated as of November 4, 1999 ("Schedule 21") 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-U filed on January 14, 2000 at 8:09 AM.

Schedule 21 was terminated on November 30, 2001. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. Termination. Schedule 21 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 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)

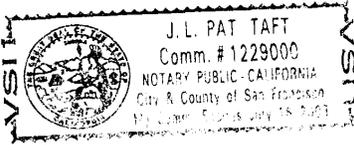
On July 26th, 2002, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

 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**

Description of the Units: One hundred (100), 5250 cubic foot, 286,000 pound capacity, roller bearing, four-pocket covered hopper railcars equipped with trough hatches and gravity discharge outlet gates; built by ACF Industries 1968-1973.

Unit Numbers:

NS 291100-291199