

# HELM FINANCIAL CORPORATION

February 27, 2004

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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www.hlmx.com

RECORDATION NO. 20822-00 FILED

MAR 8 '04 12-20 PM

SURFACE TRANSPORTATION BOARD

MAR 8 2004  
RECEIVED

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 February 12, 2004 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: 49 Boxcars  
NS 456730-456778

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. **20822-Z** filed on August 25, 2000 at 2:47 PM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of February 12, 2004 by Helm Financial Corporation for 49 boxcars, NS 456730-456778, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822-Z.

Yours truly,



Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

RECORDATION NO. 20822-00 FILED

MAR 8 '04 12:20 PM

**PARTIAL TERMINATION OF MASTER LEASE AGREEMENT**  
SURFACE TRANSPORTATION BOARD

**THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination")** is dated as of February 12, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Master Lease Agreement dated as of July 15, 1996 ("**Master Lease**") and Schedule No. 23 thereto dated as of June 12, 2000 ("**Schedule 23**") with **Norfolk Southern Railway Company**, a Delaware corporation, with respect to the forty-nine (49) railcars described in Schedule A attached hereto. The Memorandum of Schedule 23 dated June 12, 2000 is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **20822-Z** filed on August 25, 2000 at 2:47 PM.

Schedule 23 was terminated on July 31, 2003. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule 23 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

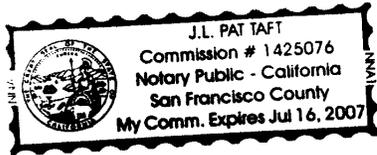
STATE OF CALIFORNIA            )  
  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On February 24<sup>th</sup>, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

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

[Notarial Seal]

**SCHEDULE A**

**To the Partial Termination of Master Lease Agreement  
dated as of February 23, 2004**

**Description of the Units:** Forty-nine (49), 50'6", 100-ton capacity @ 286,000 GRL, roller bearing, 5,204 cubic foot, rigid underframe, Plate "C" boxcars equipped with 10'0" single sliding doors; built by Pullman Standard in 1973 and rebuilt in 2000 by Ebenezer Railcar Services, Inc..

**Unit Numbers:**

NS 456730-456778