HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
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February 27, 2004

RECORDATION NO. 23466-B FILED

MAR 08 '04 1-08 PM

SURFACE TRANSPORTATION BOARD

RECEIVED MAR 2 2004

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

RE: Partial Termination of Master Lease Agreement dated as of February 13, 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: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
P.O. Box 961061
Fort Worth, TX 76161-0061

Equipment: 487 Railcars as described in Schedule A

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. **23466-A** filed on August 3, 2001 at 12:01 PM. The filing fee of $30.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of February 13, 2004 by Helm Financial Corporation for 487 railcars as described in Schedule A, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 23466-A.

Yours truly,

Sharon L. Van Fossan

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

terminations\bnr012.03

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of February 13, 2004 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. 3 thereto dated as of December 14, 2000, as amended by Amendment No. 1 thereto (**"Schedule 3"**), with **The Burlington Northern and Santa Fe Railway Company**, a Delaware corporation, with respect to the four hundred eighty-seven (487) railcars described in Schedule A attached hereto. Schedule 3 and Amendment No. 1 are on file at the Surface Transportation Board of the Department of Transportation (**"STB"**) under STB Recordation Nos. **23466** filed on April 25, 2001 at 1:54 PM and 23466-A filed on August 3, 2001 at 12:01 PM.

Schedule 3 was terminated on December 31, 2002. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule 3 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 23466-B FILED

MAR 08 '04 1-08 PM

SURFACE TRANSPORTATION BOARD

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

On February 24th, 2004, 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
Commission # 1425076
Notary Public - California
San Francisco County
My Comm. Expires Jul 16, 2007

SIGNATURE OF THE NOTARY

SCHEDULE A

To the Partial Termination of Master Lease Agreement dated as of February 13, 2004

	MARK	NUMBER
1	AEPX	1124
2	AEPX	1125
3	AEPX	1127
4	AEPX	1129
5	AEPX	1131
6	AEPX	1132
7	AEPX	1133
8	AEPX	1137
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11	AEPX	1140
12	AEPX	1144
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14	AEPX	1149
15	AEPX	1150
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27	AEPX	1170
28	AEPX	1172
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SCHEDULE A - Continued

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302	HLMX	42005
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