

**HELM**  
**FINANCIAL CORPORATION**  
December 7, 2004

One Embarcadero Center • San Francisco, CA 94111  
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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 December 7, 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: 105 Gondola Railcars  
CR 609100-609204 (Inclusive)

RECORDATION NO. 20822-55 FILED

DEC 08 '04 3-42 PM

SURFACE TRANSPORTATION BOARD

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. **20822-G** filed on September 23, 1998 at 2:28 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of December 7, 2004 by Helm Financial Corporation for 105 gondola railcars, CR 609100-609204 (Inclusive), to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822-G.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

REC 20822-SS  
STB RECORDATION NO. 20822-SS  
FILED

DEC 08 '04 3-42 PM

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

**THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination")** is dated as of December 7, 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. 7 thereto dated as of May 20, 1998 ("**Schedule 7**") with **Norfolk Southern Railway Company**, a Delaware corporation, with respect to the one hundred five (105) railcars described in Schedule A attached hereto. The Memorandum of Schedule 7 dated May 20, 1998 is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **20822-G** filed on September 23, 1998 at 2:28 PM.

Schedule 7 was terminated on May 31, 2004. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule 7 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**

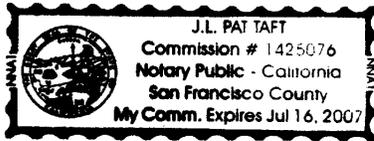
By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

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

On December 7<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 December 7, 2004**

**Description of the Units:** One hundred five (105), 3,242 cubic foot, 65', 100-ton gondola railcars.

**Unit Numbers:**

CR 609100-609204