

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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May 9, 2005

RECORDATION NO. 20822-L FILED

MAY 11 '05

5-20 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RE: Partial Termination of Master Lease Agreement dated as of May 5, 2005 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: 22 Boxcars  
NS 489171-489660 (Not Inclusive)

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 20822-L filed on September 23, 1999 at 9:00 AM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of May 5, 2005 by Helm Financial Corporation for 225 boxcars, NS 489171-489660 (Not Inclusive), to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822-L.

Yours truly,

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

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

MAY 11 '05

5-20 PM

## PARTIAL TERMINATION OF MASTER LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of May 5, 2005 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. 10 thereto dated as of April 19, 1999 ("Schedule 10") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the twenty-two (22) railcars described in Schedule A attached hereto. The Memorandum of Schedule 10 dated as of April 19, 1999 is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20822-L filed on September 23, 1999 at 9:00 AM.

Schedule 10 was terminated on December 6, 2004. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule 10 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

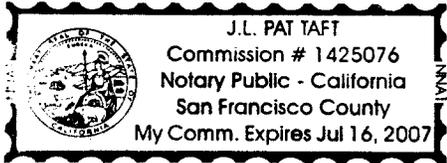
STATE OF CALIFORNIA            )  
                                                  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On May 6<sup>th</sup>, 2005, 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

[Notarial Seal]

**SCHEDULE A**

**To the Partial Termination of Master Lease Agreement  
dated as of May 5, 2005**

**Description of Units:** Twenty-two (22), 86' boxcars.

**Mark and Number:**

NS 489171  
NS 489172  
NS 489173  
NS 489174  
NS 489175  
NS 489176  
NS 489177  
NS 489178  
NS 489179  
NS 489227  
NS 489230  
NS 489650  
NS 489651  
NS 489652  
NS 489653  
NS 489654  
NS 489655  
NS 489656  
NS 489657  
NS 489658  
NS 489659  
NS 489660