

RECORDATION NO 22192-A FILED
January 17, 2014 05:24 PM
SURFACE TRANSPORTATION BOARD

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

STB E-File

January 17, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Full Termination of Lease") dated as of January 17, 2014 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

Dear Section Chief:

On behalf of Helm Financial Corporation, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Full Termination of Lease.

In connection with the recording of this Full Termination of Lease, please note the following information:

Name and Address for Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Lessee: Bangor and Aroostook Railroad Company
Northern Maine Junction Diesel Shop
Rural Route 2, Box 45
Bangor, ME 04401

Equipment: Eight (8), GP40 locomotives: HATX 401 – 420 n.i.

Please record this Full Termination of Lease as a secondary recordation to the Memorandum of Locomotive Lease Agreement dated February 11, 1999 on file at the STB under Recordation No. 22192 filed on June 7, 1999 at 12:45 P.M. Please apply the STB's filing fee to Helm Financial Corporation's account.

Summary: Full Termination of Locomotive Lease Agreement

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

June 21, 2012 02:45 PM

FULL TERMINATION OF LOCOMOTIVE LEASE SURFACE TRANSPORTATION BOARD

THIS FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Full Termination of Lease") is dated as of January 17, 2014 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), as the successor in interest to Helm-Atlantic Associates Limited Partnership.

RECITALS:

WHEREAS, Lessor and BANGOR AND AROOSTOOK RAILROAD COMPANY ("BAR") were parties to that certain Locomotive Lease Agreement dated as of February 11, 1999 ("Lease"), whereby Lessor leased to BAR and BAR leased from Lessor the eight (9) GP40 Locomotives bearing the reporting mark and numbers described on Schedule A hereto ("Units");

WHEREAS, the Lease (or memorandum thereof) was recorded with the Surface Transportation Board on June 7, 1999 at 12:45 PM and assigned Recordation No. 22192;

WHEREAS, the Lease between Lessor and BAR has terminated with respect to the Units;

WHEREAS, Lessor now desires to execute this Full Termination of Lease to evidence for the public record the termination of the Lease.

NOW THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. Full Termination of Lease. Lessor hereby declares for the public record that the Lease filed under STB Recordation Nos. 22192 is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Full Termination of Lease to be signed in its corporate name as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: Courtney A. Williams
Name: Courtney A. O'H. Williams
Title: President and CEO

STATE OF CALIFORNIA

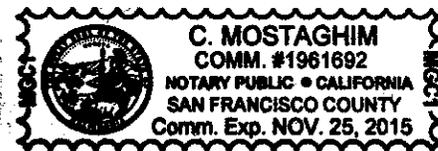
) S.S.

COUNTY OF SAN FRANCISCO

On January 17, 2014, before me, C. Mostaghim, personally appeared Courtney A. O'H. Williams, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature C. Mostaghim



(Seal)

SCHEDULE A

To the Full Termination of Locomotive Lease dated January 17, 2014

THE UNITS:

Description of Units: Eight (8), GP40 Locomotives

Units' Reporting Mark & Numbers:

HATX 401

HATX 402

HATX 403

HATX 404

HATX 408

HATX 415

HATX 418

HATX 420