

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 5, 1998

RECORDATION NO. 19331-A FILED

MAY 19 '98

10-56AM

MAY 19 10 56 AM '98

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

RE: Termination of Lease of Railroad Equipment dated as of April 23, 1998 by Helm-Atlantic Associates Limited Partnership ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, 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 Lease Termination.

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

Name and Address of Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

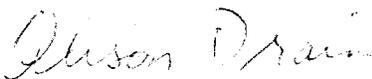
Name and Address of Lessee: Florida East Coast Railway Company
P.O. Box 1048
One Malaga Street
St. Augustine, FL 32804-1048

Equipment: Four (4) locomotives as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: The Lease of Railroad Equipment was filed on March 29, 1995 at 3:05 pm under Recordation No. 19331.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

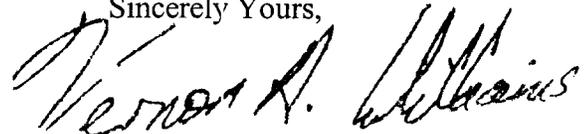
DATE:5/19/98

Alison Drain
Helm- Atlantic Associates
Limited Partnership
One Embarcadero Center
San Francisco, CA., 94111

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/19/98 at 10:56 AM , and
assigned recordation number(s). 19331-A.

Sincerely Yours,



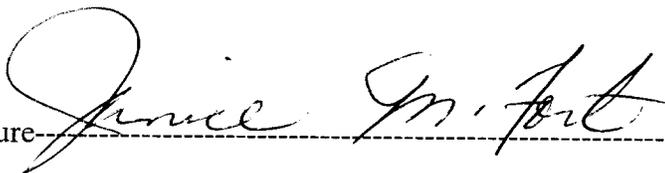
Vernon A. Williams

Enclosure(s)

26.00

\$-----The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature-----



MAY 19 '98

10-56AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of April 23, 1998 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of December 12, 1994, as amended, ("**Lease**") with Florida East Coast Railway Company, a Florida corporation, with respect to the four(4) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("**STB**") under STB Recordation No. 19331 filed on March 29, 1995 at 3:05 pm.

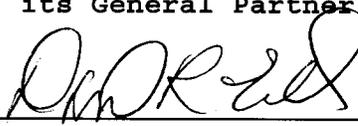
The Lease was terminated on March 31, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

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

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation,
its General Partner

als
By:  _____

Print Name: David R. Eckles

Title: President

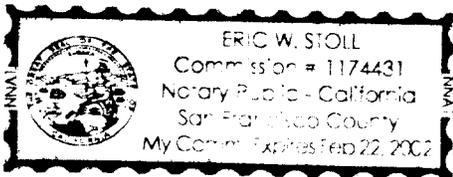
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 6th, 1998, before me, Eric W. Stoll
personally appeared David R. Eckles, President of HELM ATLANTIC
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.



Eric W. Stoll
SIGNATURE OF THE NOTARY

ac-d

SCHEDULE A

Description of the Units: Four(4), GP40-3 locomotives equipped with remanufactured engines and Woodward Complete Locomotive Control microprocesor systems.

Unit Numbers: FEC 444
FEC 445
FEC 446
FEC 447

aw