

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
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VIA AIR COURIER

April 14, 1997

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

RECORDATION No. 20252-A

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 13 11 45 AM '97

RE: Termination of Lease of Railroad Equipment dated as of March 18, 1997
("Termination of Lease") by Helm-Atlantic Associates Limited Partnership.

Dear Mr. Williams:

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

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

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

Name and Address of Lessee: Dakota, Minnesota & Eastern
Railroad Corporation
337 22nd Avenue South
Brookings, SD 57006

Equipment: Six (6) GP40 locomotives (See attached Schedule A to the Termination of Lease for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Locomotive Lease Agreement filed on September 4, 1996 under Recordation No. 20252.

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of \$24.00 is enclosed.

Sincerely,

P Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

APR 15 '97 10-45 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 18, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

- 1. Recitals. Lessor entered into the Locomotive Lease Agreement dated as of July 17, 1996 (the "Lease") with Dakota, Minnesota & Eastern Railroad Corporation, a Delaware corporation, with respect to the six (6) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 20252 filed on September 4, 1996 at 3:15 p.m.

The Lease was terminated on August 15, 1996. 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 corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation
its General Partner

By: 

Title: President

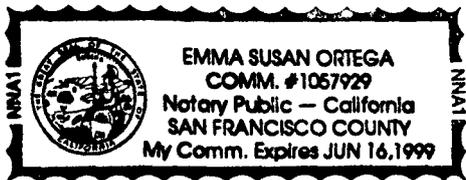
Date: 3-18-97

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

On 19th March, 1997, before me, Emma S. Ortega - Notary Public
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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

SCHEDULE A

Equipment Description:

Six (6), 3000 horsepower GP40 locomotives built by EMD during 1966-1974.

Units' Reporting Mark & Numbers:

HATX 400

HATX 402

HATX 405

HATX 406

HATX 408

HATX 409