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RECORDATION NO. 16797-I FILED 149K
AUG 8 1995 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

August 7, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Termination of Lease dated 8/4/95 between Helm Financial Corporation and Dakota, Minnesota & Eastern Railroad.

The equipment involved in this transaction includes:

Equipment: 6, SD40-2 Locomotives
HLCX 6365, 6366, 6367, 6500, 6369, 6370
(formerly SOO 6365-6370)

Please record this agreement as a secondary document to ICC Recordation #16797. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
Aug 8 10 32 AM '95
LICENSING BRANCH

County of Prince Georges

RECORDATION NO. 16797-I
AUG 8 1995 10:20 AM
INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of August 4, 1995 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into Addendum No. 2 dated June 12, 1991 ("Addendum") to the Lease of Railroad Equipment dated as of March 12, 1990, as amended (the "Lease"), with DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION, a South Dakota corporation, with respect to the six (6) locomotives described in Exhibit A attached hereto (the "Units"). The Addendum to the Lease is on file at the Interstate Commerce Commission ("ICC") under ICC Recordation Number 16797-D filed on June 12, 1991.

The Lease was terminated on November 30, 1992 for the Units covered under the Addendum. The purpose of this Termination of Lease is to provide a formal termination document for filing with the ICC.

2. Termination. The Addendum to the Lease is hereby formally terminated.

IN WITNESS THEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name by its authorized representative on the date indicated below its signature.

HELM FINANCIAL CORPORATION
By: 
Title: President
Date: August 4, 1995

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On August 4, 1995, before me, Noël C. Bilodeau, personally appeared Richard C. Kirchner, President 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.

Signature

Noël C. Bilodeau

(Seal)

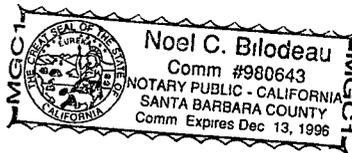


EXHIBIT A

Equipment Description:

Six (6) SD40-2 locomotives

Old Reporting
Marks and Numbers

SOO 6365
SOO 6366
SOO 6367
SOO 6368
SOO 6369
SOO 6370

New Reporting
Marks and Numbers

HLCX 6365
HLCX 6366
HLCX 6367
HLCX 6500
HLCX 6369
HLCX 6370