

**OSTER
Researching Services**

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July , 2001

RECORDATION NO. 11961-L FILED

JUL 30 '01 12-32 PM

TS
SURFACE TRANSPORTATION BOARD

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

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Lease dated 7/24/01 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Burlington Northern and Santa Fe Railway Co.
2650 Lou Menk Drive
P. O. Box 961061
Fort Worth, Texas 76161

Equipment: 15, C30-7 Locomotives
BN 5112-5126

Please record this agreement as a supplemental document to STB Recordation #11961. The filing fee of \$28 is enclosed.

Summary: Termination of Lease dated 7/24/01 between Helm Financial Corporation as Lessor and Burlington Northern & Santa Fe Railway Co. as Lessee including 15 Locomotives, BN 5112-5126, as a supplemental document to STB Recordation #11961.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 24, 2001 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor, as successor in interest to Helm-Atlantic Associates Limited Partnership (as assignee of BA Credit Corporation, f.k.a. Bamerilease, Inc.) entered into the Lease of Railroad Equipment dated as of June 2, 1980 ("**Lease**") with The Burlington Northern and Santa Fe Railway Company (f.k.a. Burlington Northern, Inc.), a Delaware corporation, with respect to the twenty-three (23) 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. 11961-B filed on July 1, 1980 at 4:00 PM.

The Lease was terminated on February 5, 2001. 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 as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

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SURFACE TRANSPORTATION BOARD

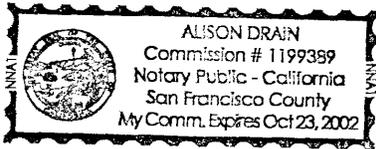
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 24, 2001, before me, Alison Drain
personally appeared Barbara W. Wilson, Senior Vice President and Chief
Financial Officer 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.

Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

Description of the Units:

Eight (8), 3,000 horsepower, Model SD40-2, diesel-electric locomotives.

Unit Numbers:

BN 7228-7235

Description of the Units:

Fifteen (15), 3,000 horsepower, Model C30-7, diesel-electric locomotives.

Unit Numbers:

BN 5112-5126