

HELM FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/388-4510

FAX 415/388-4818

www.hlmx.com

December 17, 2009

RECORDATION NO. 10361-N FILED

Chief
Section of Administration Office of Proceedings
Surface Transportation Board
395 E Street S W
Washington, D.C 20423-0001

DEC 17 '09 -5 31 PM

SURFACE TRANSPORTATION BOARD

RE: Full Termination of Amended and Restated Lease of Railroad Equipment dated as of December 16, 2009 by Helm Financial Corporation, as assignee of L.I.N. Associates (successor-in interest to State Street Bank and Trust Company, the successor-in-interest to Connecticut Bank and Trust Company) ("Full Termination of Lease")

Dear Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Full Termination of Lease, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a full release and relates to the documents previously filed with the Board under Recordation Numbers 10361-B, 10361-F, 10361-H, 10361-J and 10361-L

The names and addresses of the parties to the attached document are:

Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76161-0061

A description of the railroad equipment covered by the enclosed document is

59 EMD Locomotives: BNSF 7922 and BN 8030-8042, 8044-8073, 8075-8089 (inclusive).

A short summary of the document to appear in the index is:

Full Termination of Lease

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Attachment

DEC 17 '09 -5 31 PM

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF AMENDED AND RESTATED ~~LEASE OF RAILROAD~~ ^{SURFACE TRANSPORTATION BOARD} EQUIPMENT ("Termination") is dated as of December 16, 2009 by **HELM FINANCIAL CORPORATION**, a California corporation, as assignee of L.I.N. Associates (successor-in-interest to State Street Bank and Trust Company, the successor-in-interest to Connecticut Bank and Trust Company) ("**Lessor**").

RECITALS:

WHEREAS, Lessor and BNSF Railway Company ("**BNSF**") (through their respective predecessors in interest) were parties to that certain Lease of Railroad Equipment No. 2 dated as of February 1, 1979 ("**Original Lease**"), whereby Lessor agreed to lease to BNSF and BNSF agreed to lease from Lessor certain railroad equipment;

WHEREAS, the Original Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on May 10, 1979 at 1.40 PM and assigned Recordation No 10361-B;

WHEREAS, the Original Lease was amended and extended by: (1) that certain Amendment and Extension to Lease of Railroad Equipment dated as of January 1, 1996; and (2) that certain Second Amendment and Extension to Lease of Railroad Equipment dated as of December 15, 1997 ("**Prior Lease**");

WHEREAS, the Prior Lease (or memorandum thereof) was recorded with the Surface Transportation Board on December 29, 1997 at 2 45 PM and assigned Recordation No. 10361-F;

WHEREAS, the Prior Lease was amended and restated by that certain Amended and Restated Lease of Railroad Equipment dated as of December 28, 2000 ("**Amended and Restated Lease**"), but only as to the fifty-nine (59) SD40-2 locomotives as described in Schedule A attached hereto;

WHEREAS, the Amended and Restated Lease (or memorandum thereof) was filed with the Surface Transportation Board on May 1, 2001 at 4:51 PM and assigned Recordation No. 10361-H;

WHEREAS, the Amended and Restated Lease was amended and extended by that First Amendment and Extension to Amended and Restated Lease of Railroad Equipment dated as of January 2, 2006 ("**First Amendment**");

WHEREAS, the First Amendment (or memorandum thereof) was filed with the Surface Transportation Board on February 22, 2007 at 2:45 PM and assigned Recordation No. 10361-J;

WHEREAS, the Amended and Restated Lease, as amended by the First Amendment ("**Lease**") between Lessor and BNSF has been terminated;

WHEREAS, Lessor desires to execute this Termination 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 10361-B, 10361-F, 10361-H and 10361-J 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.

HELM FINANCIAL CORPORATION

By: Matthew M. Ogburn
Name: Matthew M. Ogburn
Title: Senior Vice President and General Counsel

SCHEDULE A

To the Full Termination of Amended and Restated Lease of Railroad Equipment

Equipment Description: Fifty-nine (59), General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives.

	Mark	Number		Mark	Number
1	BNSF	7922	31	BNSF	8060
2	BNSF	8030	32	BNSF	8061
3	BNSF	8031	33	BNSF	8062
4	BNSF	8032	34	BNSF	8063
5	BNSF	8033	35	BNSF	8064
6	BNSF	8034	36	BNSF	8065
7	BNSF	8035	37	BNSF	8066
8	BNSF	8036	38	BNSF	8067
9	BNSF	8037	39	BNSF	8068
10	BNSF	8038	40	BNSF	8069
11	BNSF	8039	41	BNSF	8070
12	BNSF	8040	42	BNSF	8071
13	BNSF	8041	43	BNSF	8072
14	BNSF	8042	44	BNSF	8073
15	BNSF	8044	45	BNSF	8075
16	BNSF	8045	46	BNSF	8076
17	BNSF	8046	47	BNSF	8077
18	BNSF	8047	48	BNSF	8078
19	BNSF	8048	49	BNSF	8079
20	BNSF	8049	50	BNSF	8080
21	BNSF	8050	51	BNSF	8081
22	BNSF	8051	52	BNSF	8082
23	BNSF	8052	53	BNSF	8083
24	BNSF	8053	54	BNSF	8084
25	BNSF	8054	55	BNSF	8085
26	BNSF	8055	56	BNSF	8086
27	BNSF	8056	57	BNSF	8087
28	BNSF	8057	58	BNSF	8088
29	BNSF	8058	59	BNSF	8089
30	BNSF	8059			