

HELM FINANCIAL CORPORATION

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February 1, 2007



Via Overnight Air Courier

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

RE: FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") dated as of February 1, 2007 and executed by **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**").

Dear Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated there under the following document:

Three (3) fully executed original copies of the above referenced Termination.

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

Name and Address for Helm: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Equipment: Six (6), GP38 or GP38-AC diesel-electric locomotives: HLCX 3610, HLCX 3612, HLCX 3616, HLCX 3680, HATX 175, HATX 176

Please record this Termination as a supplement agreement to STB Recordation No. 20632 filed on April 15, 1997 at 10:43 a.m. Helm's check covering the \$34.00 filing fee is enclosed.

Summary: FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT dated February 1, 2007 and executed by **HELM FINANCIAL CORPORATION**, a California corporation for the six (6), GP38 or GP38-AC diesel-electric locomotives: HLCX 3610, HLCX 3612, HLCX 3616, HLCX 3680, HATX 175, HATX 176.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

RECORDATION NO. 20632-C **FILED**

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SURFACE TRANSPORTATION BOARD

FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of February 1, 2007 and executed by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

WHEREAS, Lessor and **Bangor and Aroostook Railroad Company** ("**Lessee**") were parties to that certain Locomotive Lease Agreement dated as of August 6, 1996, as amended ("**Lease**"), pursuant to which Lessor leased to Lessee the six (6) locomotives as described in Schedule A attached hereto ("**Unit(s)**"); and

WHEREAS, with respect to the Lease, a Memorandum of Locomotive Lease Agreement dated as of August 6, 1996, along with Amendment No. 1 to the Lease made as of April 22, 1997, and the Amended Memorandum of Locomotive Lease Agreement made as of April 22, 1997 were filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 20632 on April 15, 1997 at 10:43 a.m., STB Recordation No. 20632-A on June 6, 1997 at 11:16 a.m., and 20632-B on June 6, 1997 at 11:16 a.m., respectively; and

WHEREAS, On September 1, 2001 the Lease was terminated; and

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 Locomotive Lease Agreement.** Lessor hereby declares for the public record that the Lease and any other documents filed under STB Recordation Nos. 20632, 20632-A and 20632-B are hereby formally terminated.

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

HELM FINANCIAL CORPORATION

RECORDATION NO. 20632-C FILED

By: *John F. Dains*
Name: John F. Dains
Title: President and CEO

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SURFACE TRANSPORTATION BOARD

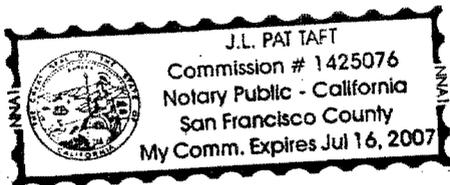
STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) S.S.

On February 1st, 2007, before me, J. L. Pat Taft, personally appeared John F. Dains, President and CEO of HELM FINANCIAL CORPORATION,

X personally known to me -OR-
_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

J. L. Pat Taft

SIGNATURE OF THE NOTARY

CMC

SCHEDULE A

To the Full Termination of Locomotive Lease Agreement dated as of February 1, 2007.

THE UNITS

Equipment Description: Six (6), 2000 horsepower, GP38 or GP38-AC diesel-electric locomotives equipped with dynamic braking.

Unit Numbers: HLCX 3610, HLCX 3612, HLCX 3616, HLCX 3680, HATX 175, HATX 176

CM