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HELM

FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

www.hlmx.com

Via USPS Priority Mail

June 3, 2008

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

RE: MEMORANDUM OF LOCOMOTIVE STORAGE-LEASE AGREEMENT ("Memorandum") dated as of May 15, 2008, and intended to evidence that certain Locomotive Lease Agreement dated as of May 15, 2008 between **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"), and **PAN AM RAILWAYS**, a Delaware corporation ("**Lessee**").

Dear Ms. Quinlan:

On behalf of Lessor, 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 Memorandum.

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

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

Name and Address for Lessee: Pan Am Railways
1700 Iron Horse Park
North Billerica, MA 01862

Equipment: Fifteen (15), SD40-2 diesel-electric locomotive, 3000 horsepower, six axle, equipped with dynamic braking. Within in reporting mark series HLCX 6200 - HLCX 7182 not inclusive.

Please record this Memorandum as a primary document. Lessor's check covering the \$35.00 filing fee is enclosed.

Summary: MEMORANDUM OF LOCOMOTIVE STORAGE-LEASE AGREEMENT dated as of May 15, 2008, and intended to evidence that certain Locomotive Lease Agreement dated as of May 15, 2008 between **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"), and **PAN AM RAILWAYS**, a Delaware corporation ("**Lessee**"), pertaining to the lease of the 15, SD40-2 locomotives within series HLCX 6200-HLCX 7182 not inclusive.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

**MEMORANDUM OF
LOCOMOTIVE STORAGE-LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE STORAGE-LEASE AGREEMENT ("Memorandum") is dated as of May 15, 2008 and is intended to evidence that certain Locomotive Lease Agreement dated as of May 15, 2008 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and PAN AM RAILWAYS, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

Except as set forth in 19(c) of the Lease, the Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

PAN AM RAILWAYS

By: Courtney A. Williams

By: James S. Patterson

Name: Courtney A. O'H. Williams

Name: James S. Patterson

Title: President and COO

Title: VP MECH

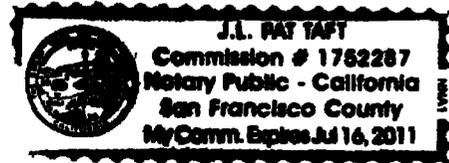
STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On May 29th, 2008 before me, (here insert name and title of the officer), personally appeared Courtney A. O'H. Williams, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature J.L. Pat Taft (Seal)



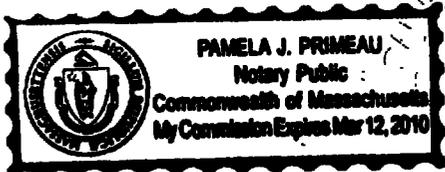
~~COMMONWEALTH OF MASSACHUSETTS~~
~~STATE OF NEW HAMPSHIRE~~)
) SS
COUNTY OF MIDDLESEX)

On MAY 27, 2008 before me, (here insert name and title of the officer), personally appeared JAMES S PATTERSON, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of New Hampshire that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Pamela J. Primeau (Seal)



SCHEDULE A

To the Memorandum of Locomotive Storage- Lease Agreement dated as of May 15, 2008 between Helm Financial Corporation and PanAm Railways.

THE UNITS

Description of Units: Fifteen (15), SD40-2 diesel-electric locomotive, 3000 horsepower, six axle, equipped with dynamic braking.

Units' Mark & Numbers:

HLCX 6200
HLCX 6216
HLCX 6221
HLCX 6225
HLCX 6226
HLCX 6317
HLCX 6318
HLCX 6329
HLCX 6400
HLCX 6404
HLCX 6413
HLCX 6416
HLCX 6428
HLCX 6450
HLCX 7182