

HELM FINANCIAL CORPORATION

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December 17, 2009

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

RECORDATION NO. 9092-K FILED

DEC 17 '09 -5 29 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 Connell Finance Company, Inc (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 9092-B, 9092-E, 9092-G, 9092-H and 9092-I

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

36 EMD Locomotives: BNSF 6790-6797, 7000-7018, 7020-7028 (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 29 PM

FULL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS FULL TERMINATION OF AMENDED AND RESTATED LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of December 16, 2009 by HELM FINANCIAL CORPORATION, a California corporation, as assignee of Connell Finance Company, Inc. (successor-in-interest to State Street Bank and Trust Company, the successor-in-interest to Connecticut Bank and Trust Company) ("Lessor").

R E C I T A L S:

WHEREAS, Lessor and BNSF Railway Company ("BNSF") (through their respective predecessors in interest) were parties to that certain Lease of Railroad Equipment dated as of October 1, 1977 ("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 November 17, 1977 at 1:10 PM and assigned Recordation No. 9092-B;

WHEREAS, the Original Lease was amended and extended by that certain Amendment and Extension to Lease of Railroad Equipment dated as of August 16, 1993 ("Prior Lease");

WHEREAS, the Prior Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on February 2, 1994 at 2:30 PM and assigned Recordation No. 9092-E;

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 thirty-six (36) 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. 9092-G;

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

WHEREAS, the First Amendment (or memorandum thereof) was filed with the Surface Transportation Board on February 22, 2007 at 12:29 PM and assigned Recordation No. 9092-H;

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. 9092-B, 9092-E, 9092-G and 9092-H 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: Thirty-six (36), General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives.

	Mark	Number
1	BNSF	6790
2	BNSF	6791
3	BNSF	6792
4	BNSF	6793
5	BNSF	6794
6	BNSF	6795
7	BNSF	6796
8	BNSF	6797
9	BNSF	7000
10	BNSF	7001
11	BNSF	7002
12	BNSF	7003
13	BNSF	7004
14	BNSF	7005
15	BNSF	7006
16	BNSF	7007
17	BNSF	7008
18	BNSF	7009
19	BNSF	7010
20	BNSF	7011
21	BNSF	7012
22	BNSF	7013
23	BNSF	7014
24	BNSF	7015
25	BNSF	7016
26	BNSF	7017
27	BNSF	7018
28	BNSF	7020
29	BNSF	7021
30	BNSF	7022
31	BNSF	7023
32	BNSF	7024
33	BNSF	7025
34	BNSF	7026
35	BNSF	7027
36	BNSF	7028