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SURFACE TRANSPORTATION BOARD

HELM
FINANCIAL CORPORATION

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November 9, 2009

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

RE Revocation of Trust and Transfer of Trust Estate dated as of December 20, 2000 between LIC Associates (successor to General Electric Capital Corporation (f/k/a General Electric Credit Corporation) and Connell Finance Company, Inc (successor to Connell Rice & Sugar Co., Inc (Connell Leasing Company Division)) ("Owner") and State Street Bank and Trust Company (successor to The Connecticut Bank and Trust Company ("Trustee")) ("Revocation of Trust")

Dear Acting Secretary Quinlan:

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

The attached document relates to the Trust Agreement No. 2 and related documents previously filed with the Board under Recordation Numbers 10255, 10255-A, 10255-B, 10255-C, 10255-D, 10255-E and 10255-I

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

Owner: LIC Associates
c/o GE Transportation Finance, Inc
201 High Ridge Road
Stamford, CT 06927

Trustee: State Street Bank and Trust Company
750 Main Street, Suite 1114
Hartford, CT 06103

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

25 GE Locomotives. BN 5001-5007, BN 5582-5599 (inclusive) and
40 EMD Locomotives BN 7161-7166, BN 7889-7921 (inclusive) and BN 7923

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

Revocation of Trust and Transfer of Trust Estate

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

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Attachment

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SUNSHINE TRANSPORTATION BOARD

REVOCAION OF TRUST AND TRANSFER OF TRUST ESTATE

THIS REVOCATION OF TRUST AND TRANSFER OF TRUST ESTATE dated as of December 20, 2000 (this "*Agreement*") is entered into between LIC ASSOCIATES, a Connecticut Limited Partnership ("*Owner*") (as successor-in-interest to General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("*GECC*"), and Connell Finance Company, Inc. (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division)) ("*Connell*") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts corporation (as successor to The Connecticut Bank and Trust Company), as trustee ("*Trustee*").

RECITALS

WHEREAS, Owner and Trustee are parties to that certain Trust Agreement No. 1 dated as of February 1, 1979 (the "*Trust Agreement*"), entered into in connection with that certain Lease of Railroad Equipment No. 1 of even date therewith (as amended, the "*Lease*"), between Trustee, as lessor thereunder, and Burlington Northern, Inc. (now known as The Burlington Northern and Santa Fe Railway Company), as lessee thereunder, covering originally 42 Model SD40-2 diesel-electric locomotives and 25 Model C30-7 diesel-electric locomotives; and

WHEREAS, all monies and obligations owing to Bank of New York, as successor-in-interest to Mercantile-Safe Deposit and Trust Company (as Assignee) in connection with the Trust Estate have been satisfied in full; and

WHEREAS, Owner desires to exercise its rights under the Trust Agreement to revoke the trust granted thereunder;

NOW THEREFORE, in consideration of the mutual premises:

- 1. Definitions.** Capitalized terms not otherwise defined herein shall have the meanings set forth in the Trust Agreement.
- 2. Revocation of Trust.** Owner hereby instructs and declares that, pursuant to Section 9.02 of the Trust Agreement, as of the date first stated above (the "*Revocation Date*") Owner revokes the trust and vests in itself title to the Equipment, moneys and any and all other property, proceeds and rights comprising the Trust Estate.
- 3. Discharge of Obligations and Assumption thereof.** Pursuant to Section 9.02 of the Trust Agreement, as of the Revocation Date Owner discharges the obligations of the Trustee on a going forward basis to the extent of the Trust Estate under the Trust Agreement and the Trust Documents and assumes such obligations (subject to the limitations on such obligations in the Trust Agreement and the Trust Documents).
- 4. Transfer to Owner.** As of the Revocation Date, Trustee does grant, bargain, sell, transfer, convey, assign and deliver to the Owner, as its interests may appear, and its successors

and assigns, the Equipment, moneys and any and all other property, proceeds and rights comprising the Trust Estate. Accordingly, pursuant to Section 9.02, and as of the Revocation Date, the trust created by the Trust Agreement is hereby terminated

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, as of the date first above written.

LIC ASSOCIATES, as Owner

Attest:



By: General Electric Capital Corporation, its General Partner

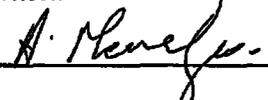
By: 

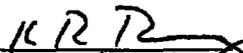
Name: R. T. Sturgeon

Title: Manager-Operations

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity, but solely as Trustee

Attest:



By: 

Name: Kenneth R. Ring

Title: Assistant Vice President

STATE OF CONNECTICUT)
COUNTY OF Fairfield) SS.

On this 20th day of December, 2000 before me personally appeared Richard T. Sturgeon, to me personally known, who being by me duly sworn, says that he/she is Manager Operations of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation and the General Partner of LIC ASSOCIATES, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the extension of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My Commission Expires:

GLENDA S. LOOP
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 2002

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK) SS.:

On this 21ST day of December, 2000, before me personally appeared Kenneth R. Ring, to me personally known, who being by me duly sworn, says that he/she is Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, a Massachusetts corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the extension of the foregoing instrument was the free act deed of said corporation.



Notary Public

[Notarial Seal]

My Commission Expires:

JOAO G. CORREIA
Notary Public
My Commission Expires July 26, 2002