

HELM FINANCIAL CORPORATION

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RECORDATION NO.

9445-I
FILED

December 17, 2009

DEC 17 '09 -5 37 PM

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

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 The Connell Company (successor-in interest to The Bank of New York, the successor-in-interest to United States Trust Company of New York ("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 Number 9445-B, 9445-D, 9445-F and 9445-G

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:

49 EMD SD40-2 Locomotives. BNSF 7063-7074, BN 7832-7868 (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

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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 The Connell Company (successor-in-interest to The Bank of New York, the successor-in-interest to United States Trust Company of New York) ("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 May 1, 1978 ("Original Lease"), whereby Lessor agreed to lease to BNSF and BNSF agreed to lease from Lessor certain railroad equipment;

WHEREAS, the Original Lease was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on June 19, 1978 at 12:10 PM and assigned Recordation No 9445-B.

WHEREAS, the Original Lease was (1) amended by the certain Amendment No. 1 thereto dated as of July 1, 1979 and (2) amended and extended by the certain Amendment and Extension to Lease of Railroad Equipment dated as of July 8, 1994 ("Prior Lease"),

WHEREAS, the Prior Lease was amended and restated by that certain Amended and Restated Lease of Railroad Equipment dated as of December 28, 2000, as amended by the First Amendment and Extension to Amended and Restated Lease of Railroad Equipment dated as of November 23, 2004 ("Lease"), but only as to the forty-nine (49) SD40-2 locomotives as described in Schedule A attached hereto;

WHEREAS, the Lease was filed with the Surface Transportation Board of the Department of Transportation ("STB") on February 22, 2007 at 12:12 PM and assigned Recordation No. 9445-F,

WHEREAS, the 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. 9445-B, 9445-D and 9445-F 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

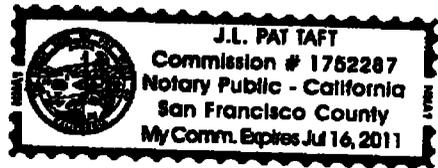
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On December 17, 2009 before me, J. L. Pat Taft, personally appeared Matthew M. Ogburn, Senior Vice President and General Counsel, who 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.

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  (Seal)



SCHEDULE A

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

Equipment Description: Forty-nine (49), General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives.

	Mark	Number		Mark	Number
1	BNSF	7063	26	BNSF	7845
2	BNSF	7064	27	BNSF	7846
3	BNSF	7065	28	BNSF	7847
4	BNSF	7066	29	BNSF	7848
5	BNSF	7067	30	BNSF	7849
6	BNSF	7068	31	BNSF	7850
7	BNSF	7069	32	BNSF	7851
8	BNSF	7070	33	BNSF	7852
9	BNSF	7071	34	BNSF	7853
10	BNSF	7072	35	BNSF	7854
11	BNSF	7073	36	BNSF	7855
12	BNSF	7074	37	BNSF	7856
13	BNSF	7832	38	BNSF	7857
14	BNSF	7833	39	BNSF	7858
15	BNSF	7834	40	BNSF	7859
16	BNSF	7835	41	BNSF	7860
17	BNSF	7836	42	BNSF	7861
18	BNSF	7837	43	BNSF	7862
19	BNSF	7838	44	BNSF	7863
20	BNSF	7839	45	BNSF	7864
21	BNSF	7840	46	BNSF	7865
22	BNSF	7841	47	BNSF	7866
23	BNSF	7842	48	BNSF	7867
24	BNSF	7843	49	BNSF	7868
25	BNSF	7844			