

HELM FINANCIAL CORPORATION

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December 17, 2009

RECORDATION NO. 9588-H FILED

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

DEC 17 '09 -5 33 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. and Wells Fargo Bank Minnesota, National Association (both 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 9588, 9588-C, 9588-E and 9588-F.

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

<u>Lessor:</u>	Helm Financial Corporation 505 Sansome Street, Suite 1800 San Francisco, CA 94111
<u>Lessee:</u>	BNSF Railway Company 2650 Lou Menk Drive Fort Worth, Texas 76161-0061

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

8 EMD Locomotives: BNSF 6840-6847 (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 33 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 and Wells Fargo Bank Minnesota, National Association (both successors-in-interest to State Street Bank and Trust Company, the successor-in-interest to Connecticut Bank and Trust Company) ("Lessor").

RECITALS:

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 June 1, 1978 ("Original Lease"), pursuant to which Lessor leased to BNSF the eight (8) SD40-2 locomotives as described in Schedule A attached hereto,

WHEREAS, the Original Lease (or memorandum thereof) was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on July 19, 1978 at 11:20 AM and assigned Recordation No. 9588,

WHEREAS, the Original Lease was amended and extended by that certain Amendment and Extension to Lease of Railroad Equipment dated as of August 15, 1993 ("Prior Lease");

WHEREAS, the Prior Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on December 2, 1994 at 2:30 PM and assigned Recordation No 9588-C;

WHEREAS, the Prior Lease was amended and restated by that certain Amended and Restated Lease of Railroad Equipment dated as of December 28, 2000 ("Lease");

WHEREAS, the Lease (or memorandum thereof) was filed with the Surface Transportation Board on May 1, 2001 at 4.48 PM and assigned Recordation No. 9588-E,

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. 9588, 9588-C and 9588-E 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: Eight (8), General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives.

	Mark	Number
1	BNSF	6840
2	BNSF	6841
3	BNSF	6842
4	BNSF	6843
5	BNSF	6844
6	BNSF	6845
7	BNSF	6846
8	BNSF	6847