

9-095A008

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April 3, 1989

*4/3/89*

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Division  
Washington, D.C. 20423

RECORDATION NO. 16168-B FILED 1025  
APR 5 1989 - 11 05 AM

Fee \$ 13  
ICC Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

*\$13.00 filing fee*

On behalf of The First National Bank of Boston, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Partial Termination of Security Agreement ("Partial Termination"), executed as of March 31, 1989, which should be included as part of the filing recorded on January 18, 1989 at 10:55 a.m., Recordation No. 16168 as the next available recordation number being 16168-B.

*this one is 16168-B*

The executing party to the enclosed Partial Termination is:

The First National Bank of Boston - Secured Party  
100 Federal Street  
Boston, Massachusetts 02106

The Partial Termination, among other things, terminates the security interest of the Secured Party in the flatcars listed in Exhibit A to the Partial Termination.

The equipment covered is listed in the Partial Termination.

A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Security Interest."

*Clara [Signature]*

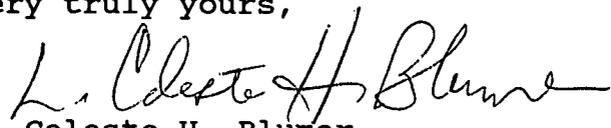
APR 5 11 00 AM '89  
MOTOR OPERATING UNIT

MANWELL & WES

Honorable Noreta R. McGee  
April 3, 1989  
Page Two

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

  
L. Celeste H. Blumer

Enclosures  
LCHB:its

16168-B

REGISTRATION NO 16168-B FILED 1428

PARTIAL TERMINATION OF SECURITY AGREEMENT

APR 5 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of 3/31/89, 1989, by The First National Bank of Boston, a national banking association (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns or will own Sixteen (16) 89'4" flatcars bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Cars"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Bank (the "Security Agreement").

Helm is planning to sell the cars to a third party for valuable consideration and desires to sell them free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Cars.

2. Termination of Security Interest. The Bank's security interest in the Cars shall be and is hereby terminated upon the filing of this Partial Termination with the Interstate Commerce Commission and all of the Bank's right, title and interest in and to the Cars shall and has become null and void.

This Partial Termination shall have no effect on the Bank's security interest in and lien on any Collateral other than the Cars and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON

ATTEST:

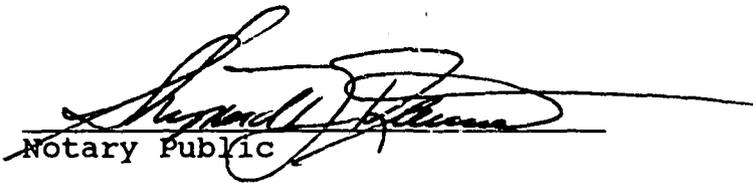
Name: [Signature]  
Title: Loan Officer

By: [Signature]  
Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS )  
COUNTY OF suffolk ) ss.

On this 30 day of march, 1988, before me, personally appeared Daniel O'Connor to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Boston, ~~that the seal affixed to the foregoing instrument is the corporate seal of said association,~~ that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

[SEAL]

**EXHIBIT A**

Sixteen (16) used 89'4" flatcars.

Car Numbers CSS 54601-54605, 54609, 54611, 54613, 54615,  
54617, 54621, 54625, 54627, 54631, 54633 and 55000