

#13

16168-E

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

July 31, 1989

RECORDATION NO.

16168-E
FILED 1423

AUG 1 1989 - 2:25 PM

INTERSTATE COMMERCE COMMISSION

9-213A049

RECEIVED
AUG 1 2 30 PM '89

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

Dear Ms. McGee:

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, executed as of July 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-E.

The executing party to the enclosed Partial Termination is:

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

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

The equipment covered is listed in the Termination.

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

"Partial Termination of Security Interest."

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

Handwritten signature: C. J. Kasper

Honorable Noreta R. McGee MANWELL & WES
July 31, 1989
Page Two

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:jla

Interstate Commerce Commission
Washington, D.C. 20423

8/1/89

OFFICE OF THE SECRETARY

L. Celeste H. Blumer
Manwell & Wes
Citicorp Center
One Sansome Street 14th Fl.
San Francisco, Calif. 94104

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/1/89, at 2:25pm, and assigned recordation number(s). 15168-E, 16456, 16456-A & 16456-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16168-E FILED 1418

PARTIAL TERMINATION OF SECURITY AGREEMENT

AUG 1 1989 - 2:25 PM

INTERSTATE COMMERCE COMMISSION

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

1. Recitals. Helm owns One Hundred Fifty Nine (159) refrigerated boxcars bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Boxcars") which Boxcars are subject to a Lease of Railroad Equipment, dated as of January 23, 1989 between Union Pacific Railroad Company ("UP") and Helm, known as UP's C.D. No. 54792-29 (the "Lease"). 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") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to mortgage the Boxcars and discount the Lease to a third party as permitted by the Security Agreement and desires to do so 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 Boxcars and the Lease.

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

This Release shall have no effect on the Bank's security interest in and lien on any Collateral other than the Boxcars and the Lease 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:

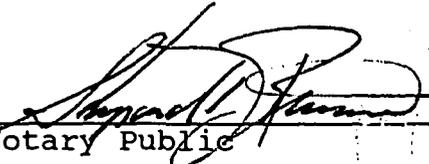
Name: _____
Title: _____

By: [Signature]
Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 31 day of July, 1989, 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 said instrument was signed 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

My Commission Expires: 3/23/95

[SEAL]

EXHIBIT A

Description

Mechanically Refrigerated Boxcars

Quantity

One Hundred Sixty One (161)

Old Numbers <u>BAR</u>	New Numbers <u>UPFE</u>
95	461301
96	461302
97	461303
98	461304
150	461201
151	461202
152	461203
153	461204
154	461205
156	461206
157	461207
158	461208
159	461209
160	461210
163	461211
164	461212
165	461213
166	461214
167	461215
168	461216
170	461217
171	461218
172	461219
173	461220
174	461221
176	461222
177	461223
178	461224
179	461225
181	461226
182	461227
183	461228
184	461229
185	461230
187	461231
188	461232
192	461233

EXHIBIT A

Old Numbers	New Numbers
<u>BAR</u>	<u>UPFE</u>
193	461234
194	461235
195	461236
198	461237
200	461238
201	461239
202	461240
203	461241
204	461242
205	461243
206	461244
207	461245
208	461246
210	461247
211	461248
212	461249
213	461250
214	461251
216	461252
219	461253
220	461254
221	461255
224	461256
226	461257
227	461258
229	461259
230	461260
232	461261
234	461262
236	461263
237	461264
238	461265
239	461266
240	461267
241	461268
242	461269
246	461270
247	461271
248	461272
249	461273
250	461305
251	461306
252	461307
253	461308
254	461309
255	461310
256	461311
258	461312
259	461313

EXHIBIT A

Old Numbers	New Numbers
<u>BAR</u>	<u>UPFE</u>
260	461314
262	461315
263	461316
264	461317
265	461318
266	461319
267	461320
268	461321
269	461322
270	461323
271	461324
272	461325
274	461326
275	461327
278	461328
279	461329
282	461330
283	461331
284	461332
285	461333
286	461334
288	461335
289	461336
290	461337
292	461338
293	461339
294	461340
295	461341
296	461342
298	461343
11000	461351
11002	461352
11003	461353
11004	461354
11005	461355
11006	461356
11007	461357
11008	461358
11009	461359
11010	461360
11011	461361
11012	461362
11013	461363
11014	461364
11015	461365
11016	461366
11017	461367
11018	461368
11019	461369

EXHIBIT A

Old Numbers
BAR

New Numbers
UPFE

11022	461370
11024	461371
11025	461372
11026	461373
11027	461374
11028	461375
11029	461376
11030	461377
11031	461378
11032	461379
11033	461380
11035	461381
11037	461382
11038	461383
11039	461384
11041	461385
11042	461386
11044	461387
11045	461388
11047	461389
11048	461390
11049	461391
11246	461176
11247	461177
11248	461178
11249	461179