

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

16168-19

OCT 4 1989 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

July 31, 1989

9-277A015

15
16168-6

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

Oct 4 12 31 PM '89

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-F.

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 Coal Cars 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

c:[mcgee.ltr]jla

C. J. Kappeler
Chandler

MANWELL & WES

Honorable Noreta R. McGee
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

10/4/89

OFFICE OF THE SECRETARY

L. Celeste H. Blumer
Marwell & Wes
Citicorp Center
One Sansome Street
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 10/4/89 at 12:40pm and assigned recordation number(s). 16168-G

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

PARTIAL TERMINATION OF SECURITY AGREEMENT OCT 4 1989 12 40 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 Four (104) coal cars bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Coal Cars") which Coal Cars are subject to a Lease of Railroad Equipment, dated as of July 13, 1988, as amended, between Tampa Electric Company and Helm (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 Coal Cars 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 Coal Cars and the Lease.

2. Termination of Security Interest. The Bank's security interest in the Coal Cars 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 Coal Cars 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 Coal Cars 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:

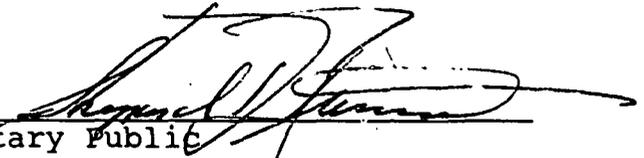
Name: _____
Title: _____

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: 3/23/85

[SEAL]

EXHIBIT A

One Hundred Four (104) 100-Ton Rapid Discharge Coal Cars
 Nos. HLMX 601-635 built in 1971; Nos. HLMX 636-723 built in 1977

<u>OLD NUMBERS</u>	<u>NEW NUMBERS</u>	<u>OLD NUMBERS</u>	<u>NEW NUMBERS</u>
CW 101	HLMX 601	CW 149	HLMX 649
102	602	150	650
103	603	151	651
104	604	152	652
105	605	153	653
106	606	154	654
107	607	155	655
108	608	156	656
109	609	157	657
110	610	158	658
111	611	159	659
112	612	160	660
113	613	161	661
114	614	162	662
115	615	163	663
116	616	164	664
117	617	165	665
118	618	166	666
119	619	167	667
120	620	168	668
121	621	169	669
122	622	170	670
123	623	171	671
124	624	172	672
125	625	173	673
126	626	174	674
127	627	175	675
128	628	176	676
129	629	177	677
130	630	178	678
131	631	179	679
132	632	180	680
133	633	181	681
134	634	182	682
135	635	183	683
136	636	184	684
137	637	185	685
138	638	186	686
139	639	187	687
140	640	188	688
141	641	189	689
142	642	190	690
143	643	191	691
144	644	196	696
145	645	197	697
146	646	198	698
147	647	199	699
148	648	204	704

EXHIBIT A

OLD NUMBERS

NEW NUMBERS

CW	205	HLMX	705
	208		708
	212		712
	214		714
	215		715
	216		716
	218		718
	219		719
	221		721
	223		723