

15:00

16168-H

MANWELL & WES

ATTORNEYS AT LAW
CITICORP CENTER

ONE SANSOME STREET
14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

RECORDATION NO. 16168-H
FILED 1423

December 21, 1989 DEC 21 1989-2 15 PM

INTERSTATE COMMERCE COMMISSION

9-355A053

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
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, five (5) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of December 21, 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-G.

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 locomotives listed in Exhibit A to the Termination.

The equipment covered is listed in Exhibit A to the Termination.

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

"Partial Termination of Security Interest."

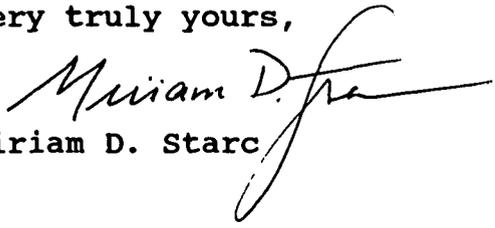
I hereby certify that E.T. Kasper

MANWELL & WES

Honorable Noreta R. McGee
December 21, 1989
Page 2

Enclosed is a check in the amount of fifteen dollars (\$15.00) 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,


Miriam D. Starc

MDS/mn
Enclosures

RECORDATION NO. 16168-H
FILED 1425

DEC 21 1989 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

**PARTIAL TERMINATION OF
SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of December 21, 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 ten (10) General Motors (Electro Motive Division) GP40 3000 H.P. diesel electric locomotives bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Group One Locomotives"), which Locomotives are subject to a Lease of Railroad Equipment dated as of February 2, 1989 between Union Pacific Railroad Company ("UP") and Helm, known as UP's C.D. No. 54792-30 (the "Lease"). The Lease may eventually cover up to an additional ten (10) General Motors (Electro Motive Division) GP40 3000 H.P. diesel electric locomotives (the "Group Two Locomotives"). 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 Group One Locomotives 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 Group One Locomotives and the Lease.

2. Termination of Security Interest. The Bank's security interest in the Group One Locomotives and the Lease, except for Helm's rights to any payments under the Lease which relate to the Group Two Locomotives (the "Group Two Payments") 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 Group One Locomotives and the Lease (except for the Group Two Payments) 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 Group One Locomotives and the Lease (except for the Group Two Payments) and

said security interest in and lien on such other Collateral, including, without limitation, the Group Two Payments, 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: 
Title: VICE PRESIDENT

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 18 day of December 1989, before me, personally appeared Shepard D. Rainie 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.

M. Kevin Wood
Notary Public

My Commission Expires: _____

[SEAL]

M. KEVIN WOOD, NOTARY PUBLIC
MY COMMISSION EXPIRES
JULY 1, 1994

EXHIBIT A

Ten (10) GP40 3000 H.P. locomotives built by General Motors Corporation (Electro Motive Division).

Current Road Numbers: UP 861 - 863;
UP 872 - 877;
UP 885