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September 30, 1988

RECORDATION NO. 15630-A FILED 1425

OCT 3 1988 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are three (3) executed counterparts of a Partial Termination of Security Agreements and Collateral Assignments dated as of April 29, 1988, May 19, 1988, June 29, 1988. The Security Agreements were recorded at ICC recordation number 15630, 15644, 15734, respectively. The Collateral Assignments were recorded at ICC recordation number 15630-A, 15644-A, 15734-A, respectively.

A general description of the railroad equipment covered by the enclosed documents is:

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
HT	100 ton, 3,418 cubic foot, triple pocket open top hopper cars remanufactured (Rule 18) by Bethlehem Steel Freight Car Division, 1988.	100	TWRY 5003 - 5005, inclusive TWRY 5007 - 5008, inclusive TWRY 5011 - 5016, inclusive TWRY 5018 - 5019, inclusive TWRY 5022 - 5024, inclusive TWRY 5027 - 5028, inclusive TWRY 5033 TWRY 5036 TWRY 5041 - 5043, inclusive TWRY 5045

Counterpart - Mary Meg

RECORDATION NO. 15630-H Filed 1425

OCT 3 1988 11 03 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT, dated as of September 12, 1988, by Westinghouse Credit Corporation, a Delaware corporation (hereinafter called "Westinghouse"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns One Hundred (100) 100-ton 3418 cubic foot triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division ("Bethlehem"), 1988 bearing American Association of Railroads Designation Numbers as described in Exhibit A attached hereto (the "Cars"). Helm has leased the Cars to the Tradewater Railway Company, a Kentucky short-line railroad ("Tradewater"), pursuant to a certain Lease of Railroad Equipment, dated as of January 28, 1982, between Tradewater and CIS Equipment Leasing Corporation ("CIS") (the "Lease"), said Lease being assigned to Helm on March 1, 1985. Helm has granted a security interest in the Cars, the Lease, and a Purchase Order, dated December 1, 1987, and reply letter from Bethlehem, dated March 22, 1988 (the "Purchase Order") (hereinafter collectively referred to as the "Collateral"), to Westinghouse upon the terms and conditions provided in those certain Security Agreements, dated as of May 10, 1988, May 19, 1988 and July 21, 1988 between Helm and Westinghouse, as amended (the "Security Agreements"). Helm assigned the Collateral to Westinghouse upon the terms and conditions provided in those certain Collateral Assignments of Leases and RMI Agreement, dated as of May 10, 1988, May 19, 1988 and July 21, 1988, between Helm and Westinghouse (the "Collateral Assignments").

Pursuant to Paragraph 1.5 of each of the Security Agreements and pursuant to the terms of the Collateral Assignments, Westinghouse and Helm desire to terminate Westinghouse's security interest in and the assignment of the Cars, the Lease and the Purchase Order as it relates to the Cars (the "Lease and the Purchase Order as it relates only to the Cars shall hereinafter be referred to as the "Related Collateral").

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

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

WESTINGHOUSE CREDIT CORPORATION

ATTEST:

Name:_____
Title:_____

By: [signature]
Title: Senior Investment Mgr.

[CORPORATE SEAL]

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 26th day of September, 1988, before me, personally appeared William A. Orr to me personally known, who being by me duly sworn, says that he is a Sr. Investment Manager of Westinghouse Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation 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 corporation.

[SEAL]

Joann B. Klingler
Notary Public

JOANN B. KLINGLER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES MAY 6, 1991
Member, Pennsylvania Association of Notaries

EXHIBIT A

DESCRIPTION OF EQUIPMENT:

ONE HUNDRED (100) 100-TON, 3418 CUBIC FOOT, TRIPLE POCKET, OPEN TOP HOPPER CARS REMANUFACTURED (RULE 18) BY BETHLEHEM STEEL FREIGHT CAR DIVISION, 1988, AS FURTHER DESCRIBED BELOW:

TWRY	5003	TWRY	5048	TWRY	5099	TWRY	10053
TWRY	5004	TWRY	5050	TWRY	5101	TWRY	10054
TWRY	5005	TWRY	5051	TWRY	5103	TWRY	10056
TWRY	5007	TWRY	5053	TWRY	5105	TWRY	10060
TWRY	5008	TWRY	5054	TWRY	5106	TWRY	10061
TWRY	5011	TWRY	5055	TWRY	5111	TWRY	10062
TWRY	5012	TWRY	5058	TWRY	10001	TWRY	10065
TWRY	5013	TWRY	5059	TWRY	10002	TWRY	10069
TWRY	5014	TWRY	5060	TWRY	10003	TWRY	10070
TWRY	5015	TWRY	5061	TWRY	10005	TWRY	10071
TWRY	5016	TWRY	5063	TWRY	10006	TWRY	10073
TWRY	5018	TWRY	5064	TWRY	10009	TWRY	10075
TWRY	5019	TWRY	5065	TWRY	10014	TWRY	10078
TWRY	5022	TWRY	5069	TWRY	10015	TWRY	10080
TWRY	5023	TWRY	5073	TWRY	10033	TWRY	10081
TWRY	5024	TWRY	5075	TWRY	10038	TWRY	10082
TWRY	5027	TWRY	5076	TWRY	10039	TWRY	10084
TWRY	5028	TWRY	5078	TWRY	10040	TWRY	10085
TWRY	5033	TWRY	5081	TWRY	10042	TWRY	10086
TWRY	5036	TWRY	5085	TWRY	10045	TWRY	10087
TWRY	5041	TWRY	5087	TWRY	10047	TWRY	10096
TWRY	5042	TWRY	5091	TWRY	10048	TWRY	10118
TWRY	5043	TWRY	5094	TWRY	10050	TWRY	10120
TWRY	5045	TWRY	5095	TWRY	10051	TWRY	10121
TWRY	5047	TWRY	5098	TWRY	10052	TWRY	10124

The Cars listed above in the TWRY 5000 series have been previously designated with the prefix "HLMX" and are the same Cars being released pursuant to this Partial Termination.