

MANWELL & WES

ATTORNEYS AT LAW  
CITICORP CENTER

ONE SANSOME STREET  
14TH FLOOR

SAN FRANCISCO, CALIFORNIA

RECORDATION NO. 15215-A

JAN 18 1989 - 4 26 PM

TELEPHONE (415) 362-2375  
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INTERSTATE COMMERCE COMMISSION

January 18, 1989

9 018A035

No. JAN 18 1989

Date .....

Fee \$ 13.00 .....

ICC Washington, D. C.

*Baw*

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

Dear Ms. McGee:

On behalf of Helm Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, seven (7) executed counterparts of a document, entitled Termination of Security Agreement (Chattel Mortgage) ("Termination"), executed January 17, 1989 which should be included as part of the filing recorded on April 27, 1987 at 11:25 a.m., Recordation No. 15215 as the next available recordation number being 15215-A.

*This one is 15215-A*

The executing party to the enclosed Termination is:

Union Bank - Secured Party  
50 California Street  
San Francisco, CA 94111

The Termination, among other things, terminates the security interest of the Secured Party in all locomotives and rolling stock listed in the Security Agreement between the Secured Party and Helm Financial Corporation dated as of April 10, 1987 (the "Security Agreement") filed on April 27, 1987 at 11:25 a.m. under Recordation No. 15215.

The equipment covered is listed in the Security Agreement.

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

"Termination of Security Interest."

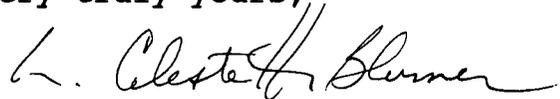
*21 Counterpart  
Manwell & Wes*

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4-25-89

Honorable Noreta R. McGee  
January 18, 1989  
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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 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

15215-A

15215-A

JAN 18 1989 4 34 PM  
INTERSTATE COMMERCE COMMISSION

TERMINATION OF  
SECURITY AGREEMENT (CHATEL MORTGAGE)

THIS TERMINATION OF SECURITY AGREEMENT (CHATEL MORTGAGE), dated as of January 17, 1989, by Union Bank, a national banking association (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns certain 100-ton 3433 cubic foot open top hopper cars built in 1978 (the "Cars") as listed on Schedule A to that certain Security Agreement dated as of April 10, 1987 and filed with the Interstate Commerce Commission under Recordation No. 15215, filed on April 27, 1987 at 11:25 a.m. by and between Helm and the Bank (the "Security Agreement"). Helm has granted a security interest in the Cars to the Bank upon the terms and conditions provided in the Security Agreement.

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 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.

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

UNION BANK

ATTEST:

By: Kathryn Lawrence  
Title: Assistant Vice President

By: \_\_\_\_\_  
Title: \_\_\_\_\_

[Corporate Seal]

STATE OF CALIFORNIA     )  
  ) ss.  
COUNTY OF SAN FRANCISCO)

On this 17TH day of JANUARY, 1989, before me, personally appeared KATHY S. KAWAKAMI to me personally known, who being by me duly sworn, says that he/she is a REPRESENTATIVE of Union Bank, 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 corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]



M C Cortez  
Notary Public