

**HELM
FINANCIAL CORPORATION**

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

RECORDATION NO. 14442-C FILED 1425

RECORDATION NO. 14442-B FILED 1425

DEC 3 1990 -3 55 PM

DEC 3 1990 -3 55 PM

November 29, 1990

INTERSTATE COMMERCE COMMISSION INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

0-337A050

Dear Ms. McGee:

to be filed

*Jan 11
and 18
1990*

On behalf of Helm Financial Corporation as Agent for Robert L. Hoverson, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a document entitled Termination of Security Agreement, executed as of November 30, 1990 (the "Termination") and two (2) executed counterparts of a document entitled Partial Termination of Agency and Management Agreement executed as of November 29, 1990 (the "Partial Termination") which should be included as part of the filing recorded on October 10, 1984, Recordation No. 14442, as the next available recordation numbers.

The executing party to the enclosed Termination of Security Agreement is:

The Philadelphia National Bank - Secured Party
Broad and Chestnut Streets
Philadelphia, PA 19107

DEC 3 3 52 PM '90
NOTICE OPERATIONS UNIT

Counterparts to Hoverson

The Termination terminates the security interest of the Secured Party in the boxcars listed in Schedule 1 to the Security Agreement, dated as of October 9, 1984, between the Secured Party and Helm Financial Corporation as the agent for Robert L. Hoverson (the "Security Agreement") filed under I.C.C. Recordation No. 14442.

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

"Termination of Security Agreement."

Honorable Noreta R. McGee
Interstate Commerce Commission

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The executing parties to the enclosed Partial Termination of Agency and Management Agreement are:

Helm Financial Corporation - Manager
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Robert L. Hoverson - Owner
6300 Redbirdhollow Lane
Cincinnati, OH 45243

The Partial Termination terminates the Agency and Management Agreement, dated as of October 5, 1984, in respect to the boxcars listed in Exhibit A to the Partial Termination of Agency and Management Agreement, dated as of November 29, 1990, between Helm Financial Corporation and Robert L. Hoverson.

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

"Partial Termination of Agency and Management Agreement."

Payment of the filing fee in the amount of thirty dollars (\$30.00) is included in the enclosed check for \$390.00. Once the filing has been made, please return to bearer the stamped counterparts of the Termination and 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.

Sincerely,



Susan C. Stott
Director of Operations

SCS:po

14442-B
RECORDATION NO. FILED 1990

TERMINATION OF SECURITY INTEREST DEC 3 1990 3 55 PM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF SECURITY INTEREST dated as of November 29, 1990, is by and between HELM FINANCIAL CORPORATION, a California corporation as agent (the "Agent") for ROBERT L. HOVERSON the individual owner (the "Debtor") under an Agency and Management Agreement dated as of November 1, 1984 (the "Agency Agreement") and the PHILADELPHIA NATIONAL BANK, a national banking association ("PNB") who agree as follows:

1. Agent, on behalf of Debtor, and PNB entered into a Security Agreement dated as of October 9, 1984 (the "Agreement") pursuant to which PNB acquired a security interest in certain assets of Debtor including a security interest in the Cars described in Exhibit "A" to this Agreement (the "Units"). The Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 14442 filed on October 10, 1984, at _____ p.m.

2. The lien on the Units described in Exhibit "A" has been released by PNB and PNB claims no security interest in said Units.

3. The purpose of this Termination of Security Interest is to provide a formal release document for filing with the ICC.

IN WITNESS WHEREOF, the parties have executed this Termination of Security Interest as of the date first above written.

HELM FINANCIAL CORPORATION
as Agent for ROBERT L. HOVERSON

By [Signature]

Date 11/28/90

PHILADELPHIA NATIONAL BANK

By [Signature]

Date 11/30/90

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 28th day of November, 1990, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Exec. Vice Pres of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993



[Notarial Seal]

STATE OF PENNSYLVANIA)
) S
COUNTY OF PHILADELPHIA)

On this 30th day of Nov. 1990, before me, personally appeared GEOFFREY D. MINGOT to me personally know, who being by me duly sworn, says that he is a VICE PRESIDENT of PHILADELPHIA NATIONAL BANK, that 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.

Juanita E. Henry
Notary Public

My Commission Expires:

July 2, 1991

[Notarial Seal]

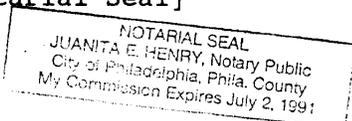


EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
The equipment consist of ten (10) 70 ton 50'6" boxcars with related accessories bearing the following road numbers:	15	BO 401100 BO 401103 BO 401104 BO 401105 BO 401108 BO 401109 BO 401111 BO 401114 BO 401115 BO 401117 BO 401118 BO 401123 BO 401124 BO 401139 BO 401140