

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

William M. Peterson - Owner
100 Woodland Way
Piedmont, CA 94611

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 William M. Peterson.

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

14444-B
RECORDATION NO. 14444-B FILED 1425

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TERMINATION OF SECURITY INTEREST

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 WILLIAM M. PETERSON 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. 14444 file on October 10, 1984.

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 William M. Peterson

By *[Signature]*

Date 11/29/90

PHILADELPHIA NATIONAL BANK

By *[Signature]*

Date 11 30 1990

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of November, 1990, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President 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 PENNA)
) S
COUNTY OF PHILA)

On this 20th day of November, before me, personally appeared Geoffrey D. Minott to me personally know, who being by me duly sworn, says that he is a VP 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]

