

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

0100517009

VIA AIR COURIER

February 2, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 16168-NMN

FEB 3 - 1995 - 4 45 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

FEB 3 4 39 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

RE: Security Agreement dated as of January 17, 1989 ("Security Agreement") between Helm Financial Corporation ("Helm") and The First National Bank of Boston ("Agent")

Dear Ms. Lee:

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 the following document:

Five (5) fully executed originals of the Partial Termination of Security Agreement dated January 2, 1995 ("Partial Termination") by The First National Bank of Boston, a national banking association, for the benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Agent: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Equipment: Twenty (20) gondola railcars (See Exhibit A for reporting mark and numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under Recordation No. 16168

Please file the Partial Termination under the next available recordation number and return four (4) endorsed originals to my attention. The filing fee of twenty-one dollars (\$21.00) is included in the enclosed check.

Sincerely,



Cecilia Mostaghim
Contract Administrator

/cm
Enclosures (5)



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/7/95

Office Of The Secretary

Cecilia Mostaghim
Contract Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/3/95 at 4:45PM, and assigned recordation number(s). 16168-NNN

Sincerely yours;

Vernon A. Williams
Secretary

Enclosure(s)

0100517009)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDED 16168-ANN

FEB 3 - 1995 - 4 45 PM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of January 2, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

- 1. Recitals. Helm owns twenty (20) railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (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 has sold or is planning to sell the Units 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 Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

- 2. Termination of Security Interest. The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Banks' security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON, as Agent

By: [Signature]

Title: VICE PRESIDENT

Date: 1/4/94

EXHIBIT A

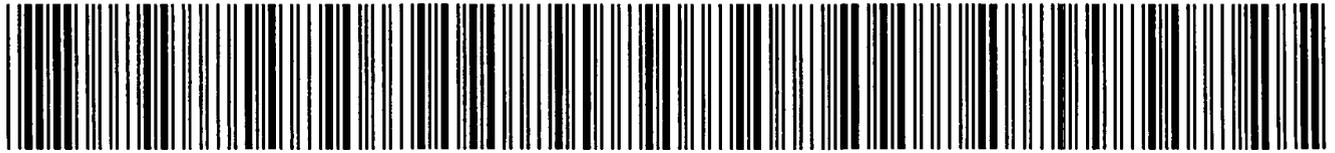
To the Partial Termination of Security Agreement dated January 2, 1995.

Description of Equipment:

Twenty (20), 100-ton roller bearing, 65' gondolas, equipped with 5' high sides and fixed ends; built by Thrall Car in 1967.

Units' Reporting Mark & Numbers:

CC 294001
CC 294002
CC 294003
CC 294004
CC 294005
CC 294006
CC 294007
CC 294008
CC 294009
CC 294010
CC 294011
CC 294012
CC 294013
CC 294014
CC 294015
CC 294016
CC 294017
CC 294018
CC 294019
CC 294020



CoverSheetStart

Recordation Files

COVER SHEET START

DOT - STB Project

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OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 16168-000 FILED 1425

FEB 16 1995 - 9:50 AM

INTERSTATE COMMERCE COMMISSION

Counterparts - Mr. Oster

February 16, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

LICENSING DIVISION
FEB 16 9 50 AM '95

Dear Mr. Williams:

Enclosed is a Partial Termination of Security Agreement dated as of October 20, 1994, which releases the following railcars from the Security Agreement dated 1/17/89, ICC Recordation #16168:

134, 60' 100-ton Boxcars
See Exhibit A for Car Numbers

Please record this supplemental agreement as ICC Recordation #16168-000. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures



CoverSheetEnd

Recordation Files

COVER SHEET END

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