

HELM FINANCIAL CORPORATION

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

15787-B
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INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

November 12, 1993

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

RE: Memorandum of Non-Recourse Note and Security Agreement dated as of May 5, 1988 ("**Security Agreement**") between Helm Financial Corporation ("**Helm**") and The First National Bank of Louisville ("**Bank**")

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:

Three (3) fully executed originals of the Termination of Security Agreement dated April 9, 1993 ("**Agreement**") for the benefit of Helm Financial Corp by The First National Bank Of Louisville.

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

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

Name and Address of Lessee: First National Bank of
Louisville
P.O. Box 36040
Louisville, KY 40233

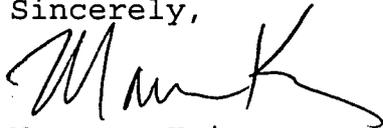
Equipment: One hundred twenty (120) open top
hopper railcars (see Exhibit A for
car numbers)

Previous ICC Filing: Security Agreement filed on August
24, 1988 under Recordation No.
15787-A

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Please file the Agreement under the next available recordation number and return two (2) endorsed originals to my attention. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,

A handwritten signature in black ink, appearing to read 'Maureen Krieg', with a long, sweeping underline.

Maureen Krieg
Contracts Administrator

mek
Enclosures (3)

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INTERSTATE COMMERCE COMMISSION

TERMINATION OF SECURITY AGREEMENT

THIS TERMINATION OF SECURITY AGREEMENT, dated as of April 9, 1993 by The First National Bank of Louisville, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns one hundred twenty (120) rapid discharge open top hoppers bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units") which Units are subject to a Master Car Lease dated January 15, 1988, between CSX Transportation ("Lessee") and Helm (the "Lessor"). Helm has granted a security interest in the Units referenced in Exhibit A (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Memorandum of Non-Recourse Note and Security Agreement, dated as of May 5, 1988, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 15787-A filed on August 24, 1988 at 2:50 p.m.

The Lease expired March 31, 1993. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

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

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

ATTEST:

THE FIRST NATIONAL BANK OF LOUISVILLE

Name: [Signature]
Title: _____

By: J. E. Vittetow
Title: SR. Vice-President

[CORPORATE SEAL]

**EXHIBIT A
TO
TERMINATION OF SECURITY AGREEMENT
DATED AS OF APRIL 9, 1993**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Numbers</u>
Rapid discharge open top hoppers - AAR Mechanical Designation HKS - Car Type Code K-440	120	CSXT 351056-351175

STATE OF KENTUCKY)
) S
COUNTY OF JEFFERSON)

On this 13 day of April, 1993 before me personally appeared J. E. Vothlow, to me personally known, who, being by me duly sworn, says that he is Sr. VP of **THE FIRST NATIONAL BANK OF LOUISVILLE**, 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.

Carrie Clark
Notary Public

My Commission Expires: Notary Public, State at Large, KY.
My commission expires Aug 2, 1995

[Notarial Seal]