

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 18, 1995

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

RECORDATION NO. **18905-A**  
APR 19 1995 3:22 PM

RE: Security Agreement dated as of July 20, 1994 ("**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:

Three (3) fully executed originals of the Partial Termination of  
Security Agreement dated March 9, 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:

<u>Name and Address of Helm:</u>	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
<u>Name and Address of Agent:</u>	<i>Helm Atlantic</i> The First National Bank of Boston 100 Federal Street Boston, Massachusetts 02110 <i>Nation's Bank of VA, VA.</i>

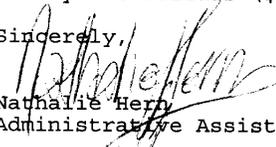
When Parties see doc.

Equipment: Thirty-three (33) railcars (See Exhibit A for reporting mark and  
numbers)

Previous ICC Filing: Security Agreement filed under Recordation No. 18905

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

Sincerely,

  
Nathalie Herr  
Administrative Assistant

/nh  
Enclosures (3)

RECORDATION NO. 18905-A

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**PARTIAL TERMINATION OF SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of March 9, 1995 by Nationsbank of Virginia N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the thirty-three (33) railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 18905.

Helm-Atlantic Associates 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 and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Partial 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 Agent's 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 Partial Termination on the date indicated below its signature.

NATIONSBANK OF VIRGINIA, N.A., as Agent

By: CAZC

Title: VICE PRESIDENT

Date: 3/13/95

*California*  
STATE OF ~~VIRGINIA~~ )  
 )S  
COUNTY OF San Francisco )

On this 13<sup>th</sup> day of March, 1995, before me, personally appeared Christopher S. Consh to me personally know, who being by me duly sworn, says that he is a Vice President of **NATIONSBANK OF VIRGINIA N.A.**, 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.

La Ronda A. Gaines  
Notary Public

My Commission Expires:  
6-9-95



EXHIBIT A

To the Partial Termination of Security Agreement  
Dated March 9, 1995

Description of Equipment:

Thirty-three (33) open top hopper railcars

Unit Numbers:

CRR 57088  
CRR 57887  
CSXT 344910  
CSXT 345096  
CSXT 345142  
CSXT 345145  
CSXT 345200  
CSXT 345508  
CSXT 345916  
CSXT 345965  
CSXT 346159  
CSXT 346163  
CSXT 346168  
CSXT 346200  
CSXT 346304  
CSXT 346473  
CSXT 346562  
CSXT 346677  
CSXT 347025  
CSXT 347116  
CSXT 347295  
CSXT 347513  
CSXT 347803  
CSXT 347804  
CSXT 347907  
CSXT 348321  
CSXT 348364  
CSXT 348663  
LN 195473  
SBD 341723  
SBD 343753  
SBD 344303  
SBD 344777