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0100690029

RECORDATION NO. 18905-B

JUL 13 1995 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

Counterparts Mary A. Oster

July 13, 1995

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

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Partial Termination of Security Agreement dated as of July 10, 1995, involving NationsBank of Virginia N.A. and Helm-Atlantic Associates Limited Partnership.

This agreement releases the following railroad equipment from the Security Agreement dated July 20, 1994, ICC Recordation #18905:

3, GP39 2300 HP Locomotives
CSXT 4292, 4296, 4281

Please record this agreement as a secondary document to ICC Recordation #18905. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
JUL 13 1 03 PM '95
LICENSING BRANCH



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

7/13/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/95 at 1:10PM , and assigned recordation number(s). 18905-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100690029)

\$ 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

Janice M. Fort

PARTIAL TERMINATION OF
SECURITY AGREEMENT

RECORDATION NO. 18905-B
JUL 13 1995 - 1 10 PM
INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of July 10, 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 three (3) GP39 locomotives bearing Association of American Railroad ("AAR") 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:

Title: VICE President

Date: 7/11/95

CM

STATE OF VIRGINIA)
City)
COUNTY OF Richmond)S
)

On this 11 day of July, 1995, before me, personally appeared _____
Christopher L. Corish 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.

Mary L. Eck
Notary Public

My Commission Expires:
3-31-98

CM

EXHIBIT A

To the Partial Termination of Security Agreement
Dated July 10, 1995

Description of Equipment:

Three (3) GP39 diesel-electric locomotives, 2300 horsepower, dynamic braking.

Units' AAR
Designation
Numbers _____:

CSXT 4292

CSXT 4296

CSXT 4281

CM