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0100694007

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*Documents - Some Lists*

July 17, 1995

RECORDATION NO. 18905-C  
FILED 1995  
JUL 17 1995 - 11 10 AM

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 June 30, 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:

- 7, SD45-2 Locomotives  
SP 7537, 7539, 7561-7565
- 1, SD40-2 Locomotive  
SP 7566

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 Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures



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

7/17/95

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 7/17/95 at 11:15AM, and assigned recordation number(s). 18905- C

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)  
(0100694007)

\$ 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

18905-C  
JUL 17 1995 11:15 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of June 30, 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 seven (7) SD45-2 and the one (1) SD40-2 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: [Signature]  
Title: VICE PRESIDENT  
Date: 7/12/95

STATE OF VIRGINIA )  
City )S  
COUNTY OF Richmond )

On this 12 day of July, 1995, before me, personally appeared \_\_\_\_\_  
Christopher L. Coish 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.

Wray K. Eck  
Notary Public

My Commission Expires:  
3-31-98

EXHIBIT A

To the Partial Termination of Security Agreement  
Dated June 30, 1995

Description of Equipment:

Seven (7), 3,300 horse power, SD45-2 locomotives rebuilt and rewired in 1985 and 1986 by Southern Pacific Transportation Company from SD45 locomotives and derated from 3,600 horse power.

One (1), 3,000 horse power, SD40-2 locomotive rebuilt and rewired in 1985 and 1986 by Southern Pacific Transportation Company from a SD45-2 locomotive and converted to an SD40-2 locomotive with a rebuilt 16-cylinder G45-E3 prime mover and required modification.

Units' AAR  
Designation  
Numbers \_\_\_\_\_:

Type:

SP	7537	SD45-2
SP	7539	SD45-2
SP	7561	SD45-2
SP	7562	SD45-2
SP	7563	SD45-2
SP	7564	SD45-2
SP	7565	SD45-2
SP	7566	SD40-2