

HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

July 17, 1995

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

RECORDATION NO. 18905-D
FILED 1498

JUL 21 1995 - 3:00 PM

RE: Security Agreement dated as of July 20, 1994 ("**Security Agreement**")
between Helm-Atlantic Associates Limited Partnership ("**Helm**") and
NationsBank of Virginia ("**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 April 11, 1995 ("**Partial Termination**") by
NationsBank of Virginia, a national banking association, for the benefit
of Helm-Atlantic Associates Limited Partnership.

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

Name and Address of Helm: Helm-Atlantic Associates, L.P.
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

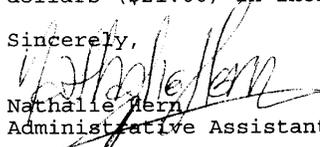
Name and Address of Agent: NationsBank of Virginia
1111 East Main Street
4th Floor Pavilion
Richmond, VA 23277-0001

Equipment: Fifty (50) open top hopper 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 endorsed originals to my attention. The filing fee of twenty-one
dollars (\$21.00) is included in the enclosed check.

Sincerely,


Nathalie Fern
Administrative Assistant

/nh
Enclosures (3)



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

Office Of The Secretary

JULY 21, 1995

NATHALIE HERN
HELM FINANCIAL CORPORATION
ONE EMBARCEDERO CENTER
SAN FRANCISCO CA 94111

Dear

MS. HERN

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 7/21/95 at 3:30PM, and
assigned recordation number(s). 18905-D

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 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

RECORDATION NO. 18905
JUL 21 1995 - 3 30 PM
INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of April 11, 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 fifty (50) 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: *CAL*
Title: *VICE President*
Date: *7/5/95*

EXHIBIT A

Equipment Description:

Fifty (50) open top hopper railcars

<u>Unit Number</u>		<u>Unit Number</u>	
CSXT	342748	CSXT	346545
CSXT	342817	CSXT	346742
CSXT	343682	CSXT	346749
CSXT	344025	CSXT	346779
CSXT	344177	CSXT	346811
CSXT	344464	CSXT	346881
CSXT	344479	CSXT	346988
CSXT	344632	CSXT	347085
CSXT	344932	CSXT	347201
CSXT	344988	CSXT	347258
CSXT	345087	CSXT	347344
CSXT	345073	CSXT	347368
CSXT	345232	CSXT	347871
CSXT	345430	CSXT	347985
CSXT	345628	CSXT	348026
CSXT	345899	CSXT	348103
CSXT	345955	CSXT	348313
CSXT	345999	CSXT	348519
CSXT	346035	LN	193478
CSXT	346051	LN	193639
CSXT	346245	SBD	341636
CSXT	346287	SBD	341701
CSXT	346304	SBD	343996
CSXT	346310	SBD	344243
CSXT	346496	SBD	346593

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

On this 5 day of July, 1995, before me, personally appeared Chris 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 K. Eck
Notary Public

My Commission Expires:
3-31-98