

0100706023

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

RECEIVED  
OFFICE OF THE  
SECRETARY  
18905-E  
JUL 26 11 53 AM '95  
LICENSING BRANCH  
TELEPHONE (202) 371-0900

July 26, 1995

RECORDATION NO. 18905-E FILED 1425

Recordation No. 18905-E

JUL 20 1995 11:29 AM

Dear Mr. Williams:

RECEIVED BY THE SECRETARY OF THE COMMISSION

On behalf of NationsBank, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Assignment and Amendment No. 1 to Security Agreement ("Amendment"), dated as of JUNE 30, 1995.

The parties to the enclosed Amendment are:

- Helm-Atlantic Associates Limited Partnership — DEBTOR/MORTGAGOR  
Suite 3500  
One Embarcadero Center  
San Francisco, CA 94111
- NationsBank, N.A. — AGENT FOR  
4th Floor Pavilion LENDERS/MORTGAGEE/  
1111 East Main Street ASSIGNEE  
Richmond, VA 23277-0001
- NationsBank of Virginia, N.A. — ASSIGNOR/ORIGINAL  
4th Floor Pavilion AGENT FOR LENDERS  
1111 East Main Street  
Richmond, VA 23277-0001

The said Amendment, among other things, acts to change the name of the Agent for the Lenders as a result of a merger of the original Agent into the new Agent and the assignment by the original Agent to the new Agent of all of its right, title and interest in that certain Security Agreement and in the Collateral thereunder, dated as of July 20, 1994 recorded July 20, 1994 under ICC Recordation No. 18905 and should be recorded under the next available letter under Recordation No. 18905 which we believe will be - E.

The equipment covered by the instant Amendment is as identified in the Security Agreement, namely all equipment now owned or hereafter acquired by the Debtor.

A short summary of the Amendment to appear in the ICC index is as follows:

"Change in name of Agent for Lenders through Assignment."  
Please also index in the "Vendee/Assignee" Index Book ("while pages") the Amendment (saying, "See Recordation No. 18905 - E"). under the name of the Assignee therein, namely under:

NationsBank, N.A.

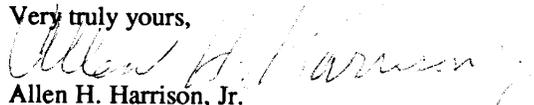
*Counterpart to: O/H Haraway*

DONELAN, CLEARY, WOOD & MASER, P.C.

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for NationsBank, N.A., for the purpose  
of this filing*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423  
*Enclosures*  
**BY HAND**  
8308-020



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

Office Of The Secretary

July 26, 1995

Donelan, Cleary, Wood & Maser, P. C.  
Suite 750  
1100 New York Avenue, N. W.  
Washington, D. C. 20005-3934

Dear Mr. Harrison:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 07/26/95 at 11:55 A.M., and assigned recordation number(s). 18905-E

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 

18905-E

RECORDATION NO. 18905E FILED 1995

JUL 26 1995 11 55 AM

RECORDATION NO. 18905E FILED 1995

**ASSIGNMENT AND AMENDMENT NO. 1 TO SECURITY AGREEMENT**

This Assignment and Amendment No. 1 to Security Agreement (this Amendment), dated as of June 30, 1995, is among HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (Borrower), NationsBank of Virginia, N.A., a national banking association, original agent for Lenders/Assignor (NationsBank Virginia), and NATIONSBANK, N.A., a national banking association (into which NationsBank of Virginia has been merged), as agent for the Lenders/Assignee (Agent).

**RECITALS:**

- A. Borrower, Agent and certain other parties are parties to a Revolving Credit Agreement dated as of July 20, 1994 (the Revolving Credit Agreement).
- B. To secure its obligations under the Revolving Credit Agreement, Borrower executed a Security Agreement (the Security Agreement) dated as of July 20, 1994 in favor of NationsBank Virginia, as Agent, recorded with the Interstate Commerce Commission on July 20, 1994 under Recordation No. 18905.
- C. In connection with Amendment No. 1 to Revolving Credit Agreement, to be entered into contemporaneously with this Amendment, the parties wish to amend the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. Defined Terms. Except as specifically amended in this Amendment, all defined terms in the Security Agreement shall have the same meanings in this Amendment.
- 2. Assignment by Agent. Due to the merger of NationsBank Virginia into NationsBank, NationsBank Virginia hereby assigns to NationsBank all of its rights, title and interest under the Security Agreement and in the Collateral thereunder. NationsBank hereby accepts such assignment and assumes the responsibilities as Agent under the Security Agreement.
- 3. Amendment of Initial Paragraph.

The first paragraph of the Security Agreement is amended and restated in its entirety as follows:

"SECURITY AGREEMENT dated as of July 20, 1994 from HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership having its principal place of business at c/o Helm Financial Corporation, One Embarcadero Center, Suite 3500, San Francisco, California 94111 (the "Company"), to NATIONSBANK, N.A., a national banking association (into which NationsBank of Virginia, N.A. has been merged) ("NationsBank"), in its capacity as agent (the "Agent"), for the benefit of the parties that from time to time are "Lenders" under the Credit Agreement referred to below. Agent has its principal place of business at 1111 East Main Street, 4th Floor Pavilion, Richmond, Virginia 23277-0001."

4. No Other Amendments; Security Continues Without Impairment. Except as expressly provided in this Amendment and in the other instruments and agreements being executed and delivered in connection herewith, all of the terms and conditions of the Security Agreement shall remain unchanged and in full force and effect. In the case of any inconsistency between this Amendment and any prior version of the Security Agreement, the terms of this Amendment shall govern. The Borrower agrees that the Security Documents secures all of Borrower's Obligations under the Revolving Credit Agreement, as amended, and that nothing contained in this Amendment shall in any way release, interrupt, impair or subordinate the continued perfection and first-lien priority of the security interest in favor of Agent, for the benefit of Lenders, in the Collateral under the Security Documents.

5. Miscellaneous.

(a) This Amendment shall be deemed to be a contract under the laws of the Commonwealth of Virginia and for all purposes shall be construed in accordance with and governed by the laws of said Commonwealth.

(b) This Amendment may be executed in any number of counterparts and by each party on separate counterparts, each of which shall be an original but all of which shall constitute one instrument. In making proof of this Amendment, it shall not be necessary to produce or account for more than one counterpart signed by each of the parties hereto.

(c) This Amendment is intended to take effect as a sealed instrument.

IN WITNESS WHEREOF, each of the parties has caused this Amendment to be executed and delivered by its duly authorized officer as of the date first written above.

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

By: HELM ATLANTIC CORPORATION,  
its General Partner

By: *John F. Davis*  
Name: JOHN F. DAVIS  
Title: CHIEF FINANCIAL OFFICER

NATIONSBANK, N.A.  
(As Agent)

By: \_\_\_\_\_  
Name:  
Title:

NATIONSBANK OF VIRGINIA, N.A.

By: \_\_\_\_\_  
Name:  
Title:

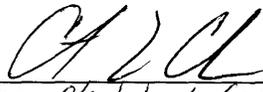
IN WITNESS WHEREOF, each of the parties has caused this Amendment to be executed and delivered by its duly authorized officer as of the date first written above.

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

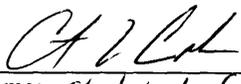
By: HELM ATLANTIC CORPORATION,  
its General Partner

By: \_\_\_\_\_  
Name:  
Title:

NATIONSBANK, N.A.  
(As Agent)

By:   
Name: *Christy L. Crish*  
Title: *VICE PRESIDENT*

NATIONSBANK OF VIRGINIA, N.A.

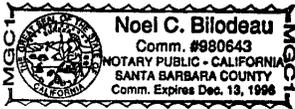
By:   
Name: *Christy L. Crish*  
Title: *VICE PRESIDENT*

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On July 10, 1995, before me, Noël C. Bilodeau,  
personally appeared John F. Davis, Chief Financial Officer,  
X personally known to me

\_\_\_ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Noël C. Bilodeau

• COMMONWEALTH /  
• STATE OF VIRGINIA )  
City ) ss.:  
COUNTY OF Richmond )

This instrument was acknowledged before me this 12 day of July, 1995 by Christopher L. Corish as Vice President of Nationsbank, N.A., a National Banking Association, on behalf of the corporation.

Mary K. Eck  
Notary Public

My commission expires: 3-31-98

[Seal]

COMMONWEALTH  
STATE OF Virginia )  
CITY OF Richmond ) ss.:

This instrument was acknowledged before me this 12 day of July, 1995 by Nationsbank of Virginia, N.A., as Chris L. Corish of Vice President, a National Banking Association, on behalf of the corporation.

Mary K. Eck  
Notary Public

My commission expires: 3-31-98

[Seal]