

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

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

VIA AIR COURIER

January 18, 1996

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

18905-6

Dear Ms. Lee:

On behalf of Helm-Atlantic Associates Limited Partnership, 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 September 30, 1995 ("**Partial Termination**") by Nationsbank of Virginia N.A., 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-Atlantic Associates:

Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Agent:

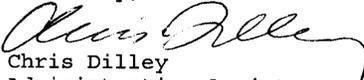
Nationsbank of Virginia N.A.
111 East Main Street
4th Floor Pavilion
Richmond, VA 23277-0001

Equipment: Three (3) SD39 Locomotives (See Schedule A for reporting mark and numbers)

Previous ICC Filing: Security Agreement filed on July 20, 1994 under Recordation No. 18905

Please file the Partial Termination under the next available recordation number and return two (2) endorsed originals to my attention. The filing fee of twenty-one dollars (\$21.00) is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cd
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

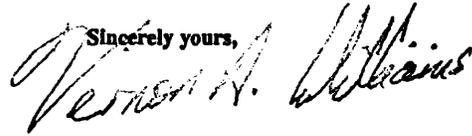
2/7/96

Chris Dilley
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/96 at 2:45PM, and assigned recordation number(s). 11047-H, 18905-G, 19431-A, 19922 and 19923.

Sincerely yours,

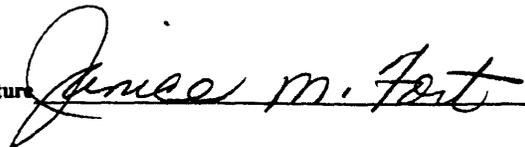


Vernon A. Williams
Secretary

Enclosure(s)

\$ 105.00 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-G

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of September 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 three (3) locomotives bearing Association of American Railroad Designation Numbers as listed in Schedule 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: 12/28/95

STATE OF VIRGINIA)
City)
COUNTY OF Richmond)S

On this 28th day of December, 1995, before me, personally appeared Christopher L. Coles 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.

Jane H. Coles
Notary Public

My Commission Expires:
7/21/97

SCHEDULE A

To the Partial Termination of Security Agreement
Dated as of September 30, 1995

Description of the Units:

Three (3) SD39 Locomotives

Unit Numbers:

HATX 351
HATX 352
HATX 353