

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 18905-2 FILED *yf*

JUL 28 '98

9-32 AM

RECEIVED
SURFACE TRANSPORTATION BOARD

JUL 29 9 32 AM '98

Counterparts - Mary A Oster

July 28, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Partial Termination of Security Agreement dated 3/30/98 which releases the following equipment from the Security Agreement dated 7/20/94, STB Recordation #18905:

4, GP30 Locomotives
FEC 444-447

Please record this agreement as a secondary document to STB Recordation #18905. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

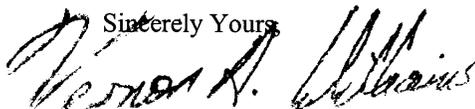
DATE:7/28/98

MaryAnn Oster
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

DearMadam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/28/98 at 9:32AM , and
assigned recordation number(s).18905-Y.

Sincerely Yours



Vernon A. Williams

Enclosure(s)
26.00

\$-----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. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature-----



RECORDATION NO. 18905-2f FILED

PARTIAL TERMINATION OF SECURITY AGREEMENT JUL 28 '98 9-32AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of March 30, 1998, by NATIONSBANK, N.A., a national banking association, as agent ("NationsBank"), for the benefit of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Helm-Atlantic Associates").

1. Recitals. Helm-Atlantic Associates owns the four (4), GP40-3 locomotives bearing the Association of American Railroad reporting marks and 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 NationsBank upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and NationsBank (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of NationsBank. Pursuant to the terms granted under the Security Agreement, Helm-Atlantic Associates requests NationsBank's consent to such sale of the Units and requests NationsBank to terminate its security interest in the Units.

2. Termination of Security Interest. NationsBank hereby consents to the sale of the Units by Helm-Atlantic Associates and NationsBank hereby terminates any and all security interests in the Units granted to it under the Security Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of NationsBank's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on NationsBank's security interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, NationsBank has executed this Partial Termination of Security Agreement as of the date first above written.

NATIONSBANK, N.A., as Agent

By: E. Turner Loggin
Print Name: E. Turner Loggin
Title: Senior Vice President

mm

STATE OF VIRGINIA)
) S.S.
CITY OF RICHMOND)

On July 22nd, 1998, before me, F. Turilli Coppin, personally
appeared _____, Senior Vice President of
NATIONSBANK OF VIRGINIA N.A.,

X personally known to me -OR-

_____ 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.

Jaquell B. Evans
SIGNATURE OF THE NOTARY
My Commission Expires January 31, 2001

[Notarial Seal]

EXHIBIT A

Equipment Description:

Four (4), GP40-3 locomotives equipped with remanufactured engines and Woodward Complete Locomotive Control microprocessor systems.

Unit Numbers: FEC 444-447