

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

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

September 10, 1998

RECORDATION NO. 18905-AA FILED

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

SEP 23 '98 2-28 PM

Dear Mr. Williams:

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 August 20, 1998 ("**Partial Termination**") by **NationsBank**, 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 Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

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

Equipment: One (1), GP40-2 diesel-electric locomotive bearing
the AAR reporting mark and number HATX 509.

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

Please file this Partial Termination under the next available recordation number and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures

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

OFFICE OF THE SECRETARY
Alison Drain
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Date: 9/23/98

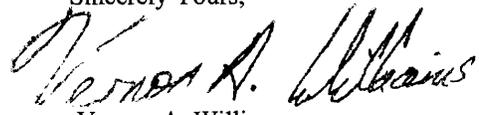
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/23/98 at 2:28PM, and

assigned recordation number(s). 21661, 21662, 18905-AA, 20822-F, 20822-G,
20822-H and 20822-I.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)(7)

182.00

\$_____ 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-AA FILED

PARTIAL TERMINATION OF SECURITY AGREEMENT SEP 23 '98 2-28 PM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of August 20, 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 one (1), GP40-2 diesel-electric locomotive bearing the Association of American Railroad reporting mark and number HATX 509 (the "Unit"). 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 Unit 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 Unit and requests NationsBank to terminate its security interest in the Unit.

2. Termination of Security Interest. NationsBank hereby consents to the sale of the Unit by Helm-Atlantic Associates and NationsBank hereby terminates any and all security interests in the Unit granted to it under the Security Agreement which security interest in the Unit 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 Unit 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 Unit 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 Coffin
Print Name: E. Turner Coffin
Title: Senior Vice President

CM

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

On August 25, 1998, before me, E. Turner Coggin, personally
appeared Seneca McCord of
NATIONSBANK OF VIRGINIA N.A.,

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.

Raquel G. Evans

SIGNATURE OF THE NOTARY

My Commission Expires January 31, 2001

[Notarial Seal]

CM