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RECORDATION NO. 18905 FILED *BB*

OCT 27 '98 10:56 AM

OCT 27 10 56 AM '98
SURFACE TRANSPORTATION BOARD
RECORDATION

October 27, 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 9/30/98 between Helm-Atlantic Associates Limited Partnership and NationsBank, N.A.

This agreement releases 1, GP-40 Locomotive, HATX 400 from the Security Agreement dated 7/20/94, STB Recordation #18905.

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

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

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

OFFICE OF THE SECRETARY

Date: 10/27/98

Mary Ann Oster
Oster Researching Services
12897 Colonial Drive
Mt. Airy, Md., 21771

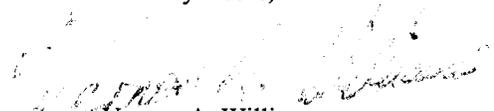
Dear Madam:

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

and 49 CFR 1177.3(c), on 10/27/98 at 10:56 AM, and

assigned recordation number(s). 18905-BB.

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-----



OCT 27 '98 10-56AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of September 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 one (1), GP40 locomotive bearing the Association of American Railroad reporting mark and number HATX 400 (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 Coggin
Print Name: E. Turner Coggin
Title: Senior Vice President

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

On October 1, 1998, before me, E. Turner Cozzini, personally
appeared Senior Vice President of
NATIONS BANK 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.

Jaqueline B. Coars
SIGNATURE OF THE NOTARY

My Commission Expires **January 31, 2001**

[Notarial Seal]