

RECORDATION NO. 18905 FILED

SEP 23 '99

9-00 AM

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

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

September 10, 1999

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

↑  
RECEIVED  
SEP 13 1999  
MAIL  
MANAGEMENT  
STB

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 July 19, 1999 ("**Partial Termination**") by Bank of America, N.T. & S.A., as successor to 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: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

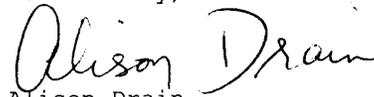
Name and Address of Agent: Bank of America, N.T. & S.A.  
231 South La Salle Street, 10th Floor  
Chicago, IL 60697

Equipment: Five (5) locomotives more fully described in Exhibit A attached hereto.

Previous STB Filing: Security Agreement filed 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.

Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)



STATE OF ILLINOIS            )  
  ) S.S.  
COUNTY OF COOK            )

On August 9, 1999, before me, MARILYN ELIZALDE,

personally appeared Chas McDonell, Vice President of **BANK OF AMERICA, N.T. & S.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.

Marilyn Elizalde  
SIGNATURE OF THE NOTARY

[Notarial Seal]

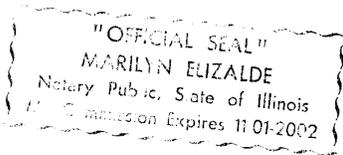


EXHIBIT A

To the Partial Termination of Security Interest dated as of July 19, 1999.

Equipment Description:

Five (5) GP35 locomotives

Units' Reporting Mark:

CP

Units' Numbers:

5004  
5007  
5016  
5020  
5022