

18905-JJ
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

RECORDATION NO. **18905-JJ** FILED
SEP 23 '99 9-00 AM

RECEIVED
SEP 13 1999
MAIL
MANAGEMENT
STB

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

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 16, 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: Eight (8) 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)

REC. DATE: NO

18905-255 FILED

18905-255

SEP 23 1999

4:00 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of July 16, 1999, by BANK OF AMERICA, N.T. & S.A., as successor to NationsBank, N.A., as agent ("Bank of America"), for the benefit of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Helm-Atlantic Associates").

1. Recitals. Helm-Atlantic Associates owns the eight (8) locomotives bearing the Association of American Railroad reporting marks as described in Exhibit A attached hereto (the "Units"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to Bank of America upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and Bank of America (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 Bank of America. Pursuant to the terms granted under the Security Agreement, Helm-Atlantic Associates requests Bank of America's consent to such sale of the Units and requests Bank of America to terminate its security interest in the Units.

2. Termination of Security Interest. Bank of America hereby consents to the sale of the Units by Helm-Atlantic Associates and Bank of America 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 Bank of America's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Bank of America's 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, Bank of America has executed this Partial Termination of Security Agreement as of the date first above written.

BANK OF AMERICA, N.T. & S.A., as Agent

By: [Signature]

Print Name: Chas McDonell

Its: Vice President

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 16, 1999.

Equipment Description:

Eight (8) GP40-2 locomotives

Units' Reporting Mark:

HATX

Units' Numbers:

501
503
506
507
508
511
513
514