

RECORDATION NO. 14441-D FILED FEE

DEC 3 1990 3 55 PM

INTERSTATE COMMERCE COMMISSION
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

HELM FINANCIAL CORPORATION

November 29, 1990

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

0-337A055

Dear Ms. McGee:

\$15.00 filing fee

On behalf of Philadelphia National Bank, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a document, entitled Termination of Assignment of Lease, executed as of November 30, 1990 (the "Termination") which should be included as part of the filing recorded on October 10, 1984, Recordation No. 14441, as the next available recordation numbers.

*Thermon
11/29/90*

The executing party to the enclosed Termination of Assignment of Lease Agreement is:

The Philadelphia National Bank - Assignee
Broad and Chestnut Streets
Philadelphia, PA 19107

The Termination terminates the security interest of the Assignee in the Lease of Railroad Equipment Dated July 24, 1984 and the equipment referenced therein.

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MOTOR VEHICLE RECORDING UNIT

A short summary of the document to appear in the ICC Index as follows:

"Termination of Assignment of Lease."

Payment of the filing fee in the amount of fifteen dollars (\$15.00) is included in the enclosed check for \$390.00. Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

*Counterparts
14441-D*

Sincerely,

Susan C. Stott
Susan C. Stott
Director of Operations

SCS:po

14441-B

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TERMINATION OF ASSIGNMENT OF LEASE INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF ASSIGNMENT OF LEASE dated as of November 30, 1990, by the PHILADELPHIA NATIONAL BANK, a national banking association ("PNB"):

1. Recitals: PNB entered into an Assignment of Lease dated as of October 5, 1984 (the "Assignment") with Helm Financial Corporation, as agent for certain individual owners pursuant to which PNB acquired an interest in a Lease of Railroad Equipment dated as of July 24, 1984 (the "Lease") with respect to certain boxcars as described in Annex A to the lease (the "Units"). The Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 14441-A file on October 10, 1984, at 8:45 a.m. and Recordation No. 14441-B filed on November 30, 1984, at 9:10 a.m.

2. Termination of Interest. PNB's interest in the Units and the Lease shall be and is hereby terminated upon filing of this Termination of Assignment of Lease with the ICC and all of PNB's right, title and interest in and to the Units and the Lease shall and has become null and void.

The purpose of this Termination of Assignment of Lease is to provide a formal release document for filing with the ICC.

IN WITNESS WHEREOF, PNB, pursuant to due authority has executed this Termination of Assignment of Lease as of the date first above written.

PHILADELPHIA NATIONAL BANK

By Jeffrey D. Runkel

Date 11/30/90

STATE OF Penna)
COUNTY OF Ph. LA)S

On this 30th day of Nov, 1990, before me, personally appeared GEORGEY D. MINOTT to me personally know, who being by me dully sworn, says that he is a VICE PRESIDENT of PHILADELPHIA NATIONAL BANK, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Juanita E. Henry
Notary Public

My Commission Expires: July 2, 1991

[Notarial Seal]

NOTARIAL SEAL
JUANITA E. HENRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1991