

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

April 24, 1992

RECORDATION NO. 14442-A FILED 1425

APR 27 1992 10 48 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

On behalf of Helm Financial Corporation, 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 Partial Termination of Agency and Management Agreement executed as of April 21, 1992 ("Partial Termination") which should be included as part of the filing recorded on October 10, 1984, Recordation No. 14442-A, as the next available recordation number.

The executing parties to the enclosed Partial Termination of Lease are:

Helm Financial Corporation ("Manager")
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

and

Robert L. Hoverson ("Owner")
6300 Redbirdhollow Lane
Cincinnati, OH 45243

The Partial Termination terminates Manager's and Owner's interest in the equipment described in Exhibit A to the Partial Termination of the Agency and Management Agreement dated as of October 5, 1984 between Manager and Owner filed under ICC Recordation No. 14442-A on October 10, 1984.

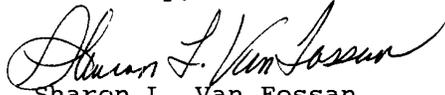
A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Agency and Management Agreement."

Payment of the filing fee of sixteen dollars (\$16.00) is included in the enclosed check for sixty-four dollars (\$64.00). Once the filing has been made, please return to bearer the stamped counterparts of the Termination of Agency and Management

Agreement not needed for your files, together with fee receipt,
the letter from the ICC acknowledging the filing, and the letter
from the ICC acknowledging the filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sharon L. Van Fossan".

Sharon L. Van Fossan
Contract Administrator

svf
Enclosures (2)

4/29/92

Interstate Commerce Commission
Washington, D.C. 20423

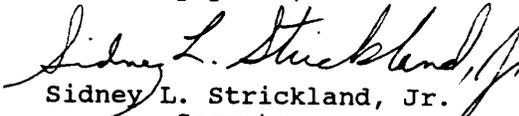
OFFICE OF THE SECRETARY

Sharon L. Van Fossan
Contract Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/92 at 3:35pm, and assigned recordation number(s). 14442-D,17782,17783 & 17784

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 14442-17
FILED 1423

APR 27 1992 3 35 PM

**PARTIAL TERMINATION OF
AGENCY AND MANAGEMENT AGREEMENT** INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT, dated as of April 21, 1992 by **HELM FINANCIAL CORPORATION**, a California corporation, as Manager (the "Manager"), for the benefit of **ROBERT L. HOVERSON**, an individual ("Owner").

1. Recitals. Owner owns five (5) boxcars bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units") which Units are subject to an Agency and Management Agreement dated as of October 5, 1984 between Owner and Manager and such Agency and Management Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 14442-A filed on October 10, 1984.

Owner has sold the Units to a third party as permitted by the Agency and Management Agreement and desires that the sale of such Units be free and clear of any lien.

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

This Release shall have no effect on the Owner's and Manager's interest in and lien on any collateral other than the Units and said interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the parties, pursuant to due authority, have executed this Partial Termination of Agency and Management Agreement as of the date first above written.

HELM FINANCIAL CORPORATION

ROBERT L. HOVERSON

dyf

Name: [Signature]

By: [Signature]

Title: PRESIDENT

Title: _____

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 21ST day of April, 1992, before me personally appeared Richard C. Kuehner, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Emma Susan Schmitt
Notary Public

My Commission Expires: June 16, 1995



[Notarial Seal]

STATE OF Ohio)
) S
COUNTY OF Hamilton)

On this 15th day of April, 1992, before me personally appeared **ROBERT L. HOVERSON**, to me personally known, who known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Brenda L. Jones
Notary Public

My Commission Expires: BRENDA L. JONES

Notary Public, State of Ohio
My Commission Expires October 15, 1996

[Notarial Seal]

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
The equipment consists of five (5), 70 ton, 58'6" boxcars with related accessories bearing the following road numbers:	5	BO 401103 BO 401117 BO 401140 BO 401156 BO 401157