

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

April 16, 1992

RECORDATION NO. 144444 - D
FILED 1428

APR 20 1992 10 15 AM

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 8, 1992 ("Partial Termination") which should be included as part of the filing recorded on October 10, 1984, Recordation No. 14444-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

William M. Peterson ("Owner")
100 Woodland Way
Piedmont, CA 94611

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. 14444-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 of \$112.00. 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 two extra copies of this
transmittal letter.

Sincerely,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan". The signature is written in black ink and is positioned above the typed name.

Sharon L. Van Fossan
Contract Administrator

svf
Enclosures

RECORDED BY 14444-A FILED 148

APR 20 1992 10:33 AM

PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT, dated as of April 8th, 1992 by HELM FINANCIAL CORPORATION, a California corporation, as Manager (the "Manager"), for the benefit of WILLIAM M. PETERSON, 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. 14444-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

WILLIAM M. PETERSON

Name: [Signature]

By: [Signature]

Title: President

Title: Executive Vice President

dyf

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 8th day of April 1992, before me personally appeared RICHARD C. KIRCHNER, 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 CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 8th day of April, 1992, before me personally appeared **WILLIAM M. PETERSON**, 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.

Emma Susan Schmitt
Notary Public

My Commission Expires: June 16, 1995

[Notarial Seal]

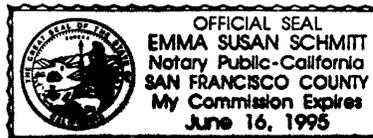


EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
The equipment consists of five (5), 70 ton, 50'6" boxcars with related accessories bearing the following road numbers:	5	BO 401119 BO 401148 BO 401150 BO 401151 BO 401152