HELM
FINANCIAL CORPORATION

One Embarcadero Center · San Francisco, CA 94111
415/398-4510

RECORDATION NO 14488-B FILED 1425
DEC 3 1990 -3 55 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO 14488-C FILED 1425
DEC 3 1990 -3 55 PM
INTERSTATE COMMERCE COMMISSION

November 29, 1990

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

Dear Ms. McGee:

On behalf of Helm Financial Corporation as Agent for William M. Peterson, 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 Security Agreement, executed as of November 30, 1990 (the "Termination") and two (2) executed counterparts of a document entitled Partial Termination of Agency and Management Agreement executed as of November 29, 1990 (the "Partial Termination") which should be included as part of the filing recorded on November 30, 1984, Recordation No. 14488, as the next available recordation numbers.

The executing party to the enclosed Termination of Security Agreement is:

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

The Termination terminates the security interest of the Secured Party in the boxcars listed in Schedule 1 to the Security Agreement, dated as of November 30, 1984, between the Secured Party and Helm Financial Corporation as the agent for William M. Peterson (the "Security Agreement") filed under I.C.C. Recordation No. 14488.

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

"Termination of Security Agreement."

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MOTOR OPERATING UNIT

The executing parties to the enclosed Partial Termination of Agency and Management Agreement are:

Helm Financial Corporation - Manager
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

William M. Peterson - Owner
100 Woodland Way
Piedmont, CA 94611

The Partial Termination terminates the Agency and Management Agreement, dated as of November 1, 1984, in respect to the boxcars listed in Exhibit A to the Partial Termination of Agency and Management Agreement, dated as of November 29, 1990, between Helm Financial Corporation and William M. Peterson.

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 in the amount of thirty dollars ($30.00) 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 and Partial 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.

Sincerely,

Susan C. Stott
Director of Operations

SCS:po

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INTERSTATE COMMERCE COMMISSION

TERMINATION OF SECURITY INTEREST

THIS TERMINATION OF SECURITY INTEREST dated as of November 29, 1990, is by and between **HELM FINANCIAL CORPORATION**, a California corporation as agent (the **"Agent"**) for **WILLIAM M. PETERSON** the individual owner (the **"Debtor"**) under an Agency and Management Agreement dated as of November 1, 1984 (the **"Agency Agreement"**) and the **PHILADELPHIA NATIONAL BANK**, a national banking association (**"PNB"**) who agree as follows:

1. Agent, on behalf of Debtor, and PNB entered into a Security Agreement dated as of November 30, 1984 (the **"Agreement"**) pursuant to which PNB acquired a security interest in certain assets of Debtor including a security interest in the Cars described in Exhibit "A" to this Agreement (the **"Units"**). The Agreement is on file at the Interstate Commerce Commission (**"ICC"**) under Recordation No. 14488 file on November 30, 1984.

2. The lien on the Units described in Exhibit "A" has been released by PNB and PNB claims no security interest in said Units.

3. The purpose of this Termination of Security Interest is to provide a formal release document for filing with the ICC.

IN WITNESS WHEREOF, the parties have executed this Termination of Security Interest as of the date first above written.

HELM FINANCIAL CORPORATION
as Agent for William M. Peterson

By _____

Date 11/29/90

PHILADELPHIA NATIONAL BANK

By _____

Date 11/30/90

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STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of November, 1990, 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.

Karen Sandenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]

STATE OF PENNA.)
) S
COUNTY OF PHILA)

On this 30th day of November, before me, personally appeared Geoffrey O. Minott to me personally know, who being by me dully sworn, says that he is a VP 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
JUANITA E. HENRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1991

[Notarial Seal]

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EXHIBIT A

Equipment Description	Quantity	Equipment Nos.
70 ton 50'6" boxcars with related accessories	8	BO 401125
		BO 401148
		BO 401149
		BO 401150
		BO 401151
		BO 401152
		BO 401153
		BO 401154

RECORDATION NO 14488-C FILED 1425

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INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF
AGENCY AND MANAGEMENT AGREEMENT

THIS PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT, dated as of November 29, 1990, 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 four (4) 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 November 1, 1984 between Owner and Manager and such Agency and Management Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 14488-A filed on November 30, 1984.

Owner is planning to sell the units to a third party as permitted by the Agency and Management Agreement and desires to do so 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

Name: [signature]

Title: President

WILLIAM M. PETERSON

By: [signature]

Title: _____

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STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of November, 1990, 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.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]

STATE OF California,
COUNTY OF San Francisco) S

On this 29th day of November, in the year 1990, before the undersigned, a Notary Public in and for the State of California, personally appeared William M Peterson known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]

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EXHIBIT A

Equipment Description	Quantity	Equipment Nos.
70 ton 50'6' boxcars with related accessories	4	BO 401125 BO 401149 BO 401153 BO 401154