

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

April 16, 1992

RECORDATION NO. 14489-D  
FILED 1425

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 November 30, 1984, Recordation No. 14489-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

Richard C. Kirchner ("Owner")  
207 Cherry Street  
San Francisco, CA 94118

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 November 1, 1984 between Manager and Owner filed under ICC Recordation No. 14489-A on November 30, 1984 at 9:50 AM.

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, reading "Sharon L. Van Fossan". The signature is written in dark ink and is positioned above the typed name.

Sharon L. Van Fossan  
Contract Administrator

svf  
Enclosures

14489-D  
RECORDED BY \_\_\_\_\_ FILED 148

APR 20 1992 - 10 15 AM

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

THIS PARTIAL TERMINATION OF AGENCY AND MANAGEMENT AGREEMENT, dated as of April 9, 1992 by HELM FINANCIAL CORPORATION, a California corporation, as Manager (the "Manager"), for the benefit of RICHARD C. KIRCHNER, 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 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. 14489-A filed on November 30, 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

RICHARD C. KIRCHNER

Name: [Signature]

By: [Signature]

Title: Executive Vice President

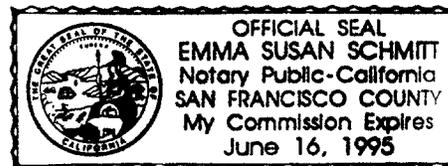
Title: President

STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 8th day of April, 1992, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice 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



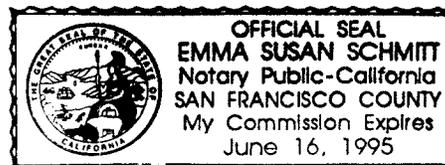
[Notarial Seal]

STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 8th day of April, 1992, before me personally appeared RICHARD C. KIRCHNER, 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 401155 BO 401161 BO 401162 BO 401166 BO 401169