

HELM

EQUIPMENT LEASING CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. 18038 FILED 1425

MAR 15 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

March 14, 1994

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

RE: Security Agreement dated as of December 11, 1992 ("**Security Agreement**") between Helm Equipment Leasing Corporation ("**Helm**") and The First National Bank of Boston ("**Bank**")

Dear Ms. Lee:

On behalf of Helm Equipment Leasing Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed originals of the Partial Termination of Security Agreement dated November 30, 1993 ("**Partial Termination**") by The First National Bank of Boston, a national banking association, for the benefit of Helm Equipment Leasing Corporation.

In connection with the recording of the Partial Termination, please note the following information:

<u>Name and Address of Helm:</u>	Helm Equipment Leasing Corporation c/o Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
<u>Name and Address of Bank:</u>	The First National Bank of Boston 100 Federal Street Boston, Massachusetts 02110
<u>Equipment:</u>	Thirty-seven (37) Covered Hopper Railcars (See Exhibit A for Unit Numbers)
<u>Previous ICC Filing:</u>	Security Agreement filed on December 11, 1992 under Recordation No. 18038

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Please file the Partial Termination under the next available recordation number and return three (3) endorsed originals to my attention. The filing fee of eighteen dollars (\$18.00) is included in the enclosed check.

Sincerely,

A handwritten signature in cursive script, appearing to read "Maureen Krieg".

Maureen Krieg
Contracts Administrator

mek
Enclosures (4)

RECORDATION NO. 18038-18
FILED 1425

MAR 15 1994 -10 05 AM

**PARTIAL TERMINATION OF
SECURITY AGREEMENT**

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") dated as of November 30, 1993 by The First National Bank of Boston, a national banking association (the "**Bank**"), for the benefit of Helm Equipment Leasing Corporation, a California corporation ("**Helm**").

1. Recitals. Helm owns the thirty-seven (37) covered hopper railcars bearing the American Association of Railroad Designation Numbers listed on Exhibit A attached hereto (the "**Units**"). Helm has granted a blanket security interest in all of its assets, now owned or hereafter acquired (the "**Collateral**"), to the Bank upon the terms and conditions provided in that certain Security Agreement dated as of December 11, 1992 between Helm and the Bank, as amended (the "**Security Agreement**"), and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 18038 filed on December 11, 1992 at 10:00 AM.

Helm has sold and/or is planning to sell the Units to a third party as permitted by Section 5(c) of the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

2. Termination of Security Interest. The Bank's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank'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 Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON

By: 

Title: DIRECTOR

EXHIBIT A

Equipment Description:

Thirty-seven (37), 4,000 cubic foot, 100-ton, roller bearing, triple pocket, covered hopper railcars

	<u>Old Unit</u>		<u>New Unit</u>	
	<u>Number</u>		<u>Number</u>	
1.	BO	603982	SIRX	400211
2.	BO	603984	SIRX	400212
3.	CSXT	245177	SIRX	400165
4.	CSXT	245299	SIRX	400177
5.	CSXT	245751	SIRX	400158
6.	CSXT	246054	SIRX	400205
7.	CSXT	246063	SIRX	400161
8.	CSXT	246114	SIRX	400213
9.	SBD	245336	SIRX	400214
10.	SBD	245464	SIRX	400157
11.	SBD	245533	SIRX	400199
12.	SBD	245592	SIRX	400170
13.	SBD	245882	SIRX	400201
14.	SBD	246014	SIRX	400174
15.	SBD	246042	SIRX	400162
16.	SBD	246061	SIRX	400208
17.	SBD	246084	SIRX	400145
18.	SBD	246119	SIRX	400204
19.	SBD	246137	SIRX	400215
20.	SCL	240026	SIRX	400202
21.	SCL	240029	SIRX	400151
22.	SCL	240049	SIRX	400153
23.	SCL	240087	SIRX	400159
24.	SCL	240141	SIRX	400210
25.	SCL	240176	SIRX	400197
26.	SCL	240227	SIRX	400203
27.	SCL	240234	SIRX	400146
28.	SCL	240274	SIRX	400195
29.	SCL	240276	SIRX	400206
30.	SCL	240469	SIRX	400196
31.	SCL	240548	SIRX	400209
32.	SCL	240610	SIRX	400164
33.	SCL	240640	SIRX	400207
34.	SCL	240670	SIRX	400152
35.	SCL	240790	SIRX	400198
36.	SCL	240815	SIRX	400160
37.	WM	004589	SIRX	442724