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* ALSO ADMITTED IN NEW YORK
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8070-7 #15
RECORDATION NO. FILED 1425

September 6, 1991

SEP 6 1991 12:45 PM

8070-L
1-249A028

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) fully executed and acknowledged copies of a Partial Termination of Lease dated September 5, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of July 15, 1975 filed and recorded on October 3, 1975 under Recordation Number 8070 and related documents filed and recorded under Recordation Numbers 8070-A through 8070-K.

The name and address of the party executing the enclosed document is:

Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

C. T. Kappler
Country Club

SEP 6 12:37 PM '91
RECORD OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
September 6, 1991
Page Two

A short summary of the enclosed secondary document to appear
in the Commission's Index is:

Partial Termination of Lease dated September 5, 1991
executed by Helm Financial Corporation covering 9 gondola
railcars bearing BN/SLSF reporting marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
52'6", 4'6" inside height, 100-ton roller bearing gondola railcars.	9	SLSF 66002
		66047
		66086
		66088
		66129
		66138
		66181
		66194
		BN 562190

8070-I
FILED

SEP 6 1991 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF LEASE

This Partial Termination of Lease of Railroad Equipment, dated as of September 5, 1991, by Helm Financial Corporation, a California corporation ("Helm").

1. Recitals: Helm entered into an Assignment of Lease of Railroad Equipment dated as of November 29, 1990 (Interstate Commerce Commission ("ICC") Recordation No. 8070-I, filed on May 8, 1991, 1:15 PM) which assigned to Helm all of Chrysler Capital Corporation's right, title, and interest in the Lease of Railroad Equipment dated as of July 15, 1975 (ICC Recordation No. 8070, filed on October 3, 1975, 2:25 PM) as amended by that certain Amendment Agreement dated as of June 25, 1976 (ICC Recordation No. 8070-G, filed on September 3, 1976, 11:40 AM), that certain Amendment dated as of February 5, 1991 (ICC Recordation No. 8070-J, filed on June 10, 1991, 9:50 AM) and that certain Supplemental Agreement dated as of January 1, 1976, (ICC Recordation No. 8070-F, filed on February 5, 1976, 10:25 AM) (the "Lease"), between Chrysler Capital Corporation (the "Trustee"), as successor to Continental Illinois National Bank and Trust Company of Chicago now known as Continental Bank National Association, pursuant to that certain Termination Agreement dated as November 30, 1990 (filed under ICC Recordation No. 8070-H), which Termination Agreement revoked the Trust and terminated the Trust Agreement dated July 15, 1975 (Trust documents included (i) the Conditional Sale Agreement dated as of July 15, 1975 among Pullman Incorporated, Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and St. Louis - San Francisco Railway Company, (ICC Recordation No. 8070-B filed on October 3, 1975, 2:25 PM), (ii) the Agreement and Assignment between Pullman Incorporated and Continental Illinois National Bank and Trust Company of Chicago, as Agent (ICC Recordation No. 8070-C filed on October 3, 1975, 2:25 PM), (iii) the Conditional Sale Agreement among Greenville Steel Car Company, Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and St. Louis - San Francisco Railway Company (ICC Recordation No. 8070-D, filed on October 3, 1975, 2:25 PM), (iv) the Agreement and Assignment between Greenville Steel Car Company and Continental Illinois National Bank and Trust Company of Chicago, as Agent (ICC Recordation No: 8070-E, filed on October 3, 1973, 2:25 PM) and Burlington Northern Railroad, as successor to St. Louis - San Francisco Railway Company (the "Lessee")).

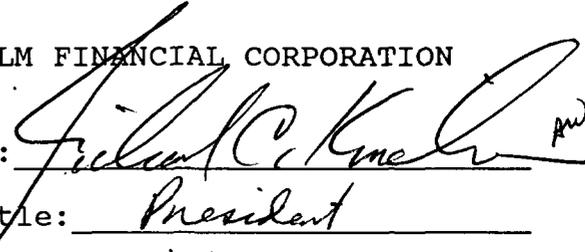
Helm is planning to sell certain units as described in Exhibit A attached hereto (the "Units"), to a third party and desires to do so free and clear of any lien.

2. Termination of Interest. Helm'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 Helm's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on Helm'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, Helm, pursuant to due authority, has executed this Partial Termination of Lease as of the date first written above.

HELM FINANCIAL CORPORATION

By:  ^{FW}

Title: President

Date: 9/5/91

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 5th day of September, 1991, before me personally appeared Richard C. Kirchner 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]



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