

LAW OFFICES

MILES & STOCKBRIDGE

10 LIGHT STREET

BALTIMORE, MARYLAND 21202

TELEPHONE 301-727-6464

FAX 301-385-3700

1062816
RECORDED & INDEXED

SEP 7 1993 11 AM

INTERSTATE COMMERCE COMMISSION
September 3, 1993

101 BAY STREET
EASTON, MARYLAND 21601

11350 RANDOM HILLS ROAD
FAIRFAX, VIRGINIA 22030

30 WEST PATRICK STREET
FREDERICK, MARYLAND 21701

22 WEST JEFFERSON STREET
ROCKVILLE, MARYLAND 20850

600 WASHINGTON AVENUE
TOWSON, MARYLAND 21204

1701 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006

VIA FEDERAL EXPRESS

3-250A001

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Recording Clerk
Room 2303

RE: Purchase and Sale Agreement between Southern
Railcar Co. and The First National Bank of
Maryland

Dear Ms. Lee:

Enclosed please find one (1) executed original and one (1) notarized copy of each of the following documents for the above-referenced matter:

- 1) Release by First Security Bank of Utah, N.A. (Assignee) which relates to the Conditional Sale Agreement duly filed with the Interstate Commerce Commission July 16, 1979 under Recordation Number 10628;
- 2) Assignment of Lessor's Interest in Leases by Helm Financial Corporation (Pledgor) in favor of The First National Bank of Maryland (Lender); and
- 3) Security Agreement by and between Helm Financial Corporation (Borrower) and The First National Bank of Maryland (Bank).

Please record each of these documents among the records of the Interstate Commerce Commission. I have enclosed a check in the amount of \$48.00 to cover recordation costs.

SEP 7 10 32 AM '93
NOTION OPERATING UNIT

MILES & STOCKBRIDGE

Page 2
September 3, 1993
Interstate Commerce Commission

Once the documents have been recorded, please return the originals to:

John Stalfort, Esquire
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202

If you have any questions, please contact me immediately at (410) 385-3658. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Tracey S. Little". The signature is written in dark ink and is positioned above the typed name and title.

Tracey S. Little
Legal Assistant

Enclosures

10628-B
FRED-406

SEP 7 1993 10:12 AM

INTERSTATE COMMERCE COMMISSION

RELEASE

THIS RELEASE (this "Release") is made as of this 1st day of September, 1993 by FIRST SECURITY BANK OF UTAH, N.A., as Agent (the "Assignee").

RECITALS

A. The Assignee is the Assignee under that certain Agreement and Assignment dated as of December 20, 1978 (the "Assignment") among ACF Industries, Ortner Freight Car Company (the "Manufacturers") and the Assignee, which Assignment was recorded with the Interstate Commerce Commission on July 16, 1979 (Recordation No. 10628-A).

B. Pursuant to, and as limited in, the Assignment, the Manufacturers assigned to the Assignee all of their rights, powers, privileges and remedies under that certain Conditional Sale Agreement dated as of December 20, 1978 (the "Conditional Sale Agreement") among the Manufacturers and First Maryland Leasecorp, which Conditional Sale Agreement was recorded with the Interstate Commerce Commission on July 16, 1979 (Recordation No. 10628).

C. The Assignee is the Assignee under that certain Participation Agreement dated as of December 20, 1978 (the "Participation Agreement") among Missouri-Kansas-Texas Railroad Company, First Maryland Leasecorp, the Assignee and the parties named in Schedule 1 thereto.

D. The indebtedness secured by the Assignment, the Conditional Sale Agreement and the Participation Agreement has been paid in full.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the Assignee, the Assignee does, by these presents, release all of its right, title and interest in and to the Assignment, the Conditional Sale Agreement, the Participation Agreement and the Equipment (as defined in the Conditional Sale Agreement), it being the purpose and intention of the Assignee to release the Equipment from any lien or security interest created by the Assignment, the Conditional Sale Agreement or the Participation Agreement.

IN WITNESS WHEREOF, the Assignee has caused this Release to be executed under seal as of the date first written above.

WITNESS:

FIRST SECURITY BANK OF UTAH, N.A.,
as Agent

Val At

By: B King (SEAL)
Brett R. King,
Trust Officer

STATE OF UTAH, COUNTY OF Salt Lake TO WIT:

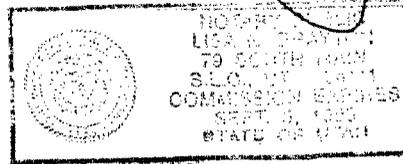
I HEREBY CERTIFY, that on this 21st day of AUGUST, 1993, before me, the undersigned, a Notary Public of the State of Utah, personally appeared Brett R. King, a Trust Officer of First Security Bank of Utah, N.A., a national banking association, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as a duly authorized Trust Officer of said Bank by signing the name of the Bank by himself as Trust Officer.

AS WITNESS my hand and Notarial Seal.

Lisa W. Brayton
Notary Public

(SEAL)

My Commission Expires:

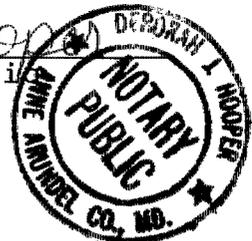


A:FLM00105.REL/Helm1/cmr

I HEREBY CERTIFY that the attached Release is a true and complete copy of said Release.

AS WITNESS my hand and Notarial Seal.

Deborah J. Hoop
Notary Public



My Commissions Expire: 7-27-94

Interstate Commerce Commission
Washington, D.C. 20423

9/7/93

OFFICE OF THE SECRETARY

Tracey S. Little
Legal Assistant
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202

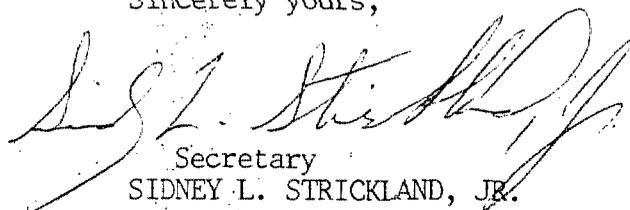
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **9/7/93** at **10:40am**, and assigned
recordation number(s).

10628-B, 18392 & 18392-A

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)