

REGISTRATION NO. 16999-B
FILED 1425

CERTIFICATION OF TRUE COPY NOV 22 1994 2:10 PM

INTELLIGENCE COMMERCIAL COMMISSION

On November 2, 1994, I Sharon L. Van Fossan examined the original copy of the Termination of Non-Recourse Note and Security Agreement dated as of September 2, 1994 by National City Bank, Kentucky (f/k/a First National Bank of Louisville), a National Banking Association for the benefit of Helm Financial Corporation, a California corporation, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Sharon L. Van Fossan
Sharon L. Van Fossan
Supervisor Contract Administration

STATE OF CALIFORNIA

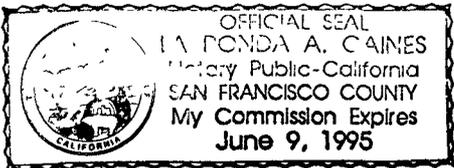
COUNTY OF SAN FRANCISCO

On November 2, 1994, before me, LaRonda A. Gaines, personally appeared Sharon L. Van Fossan, Supervisor Contract Administration for **HELM FINANCIAL CORPORATION,**

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



LaRonda A. Gaines
SIGNATURE OF THE NOTARY

TERMINATION OF NON-RECOURSE NOTE AND SECURITY AGREEMENT

THIS TERMINATION OF NON-RECOURSE NOTE AND SECURITY AGREEMENT ("Termination") is made as of the 2nd day of September, 1994, by National City Bank, Kentucky (f/k/a First National Bank of Louisville), a National Banking Association (the "Lender") for the benefit of Helm Financial Corporation, a California Corporation (the "Maker").

1. Recitals. Maker owns the 165 Open-Top Coal Hopper Rail Cars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Maker has granted a Security Interest in the units to the Lender upon the terms and conditions of that certain Non-Recourse Note and Security Agreement dated as of the 31 day of August, 1990, between Lender and Maker (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16999 filed on September 11, 1990 at 11:15 a.m. and Recordation No. 16999-A filed on: December 3, 1990 at 3:55 p.m.
2. Termination of Security Interest. The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

IN WITNESS THEREOF, the Lender, pursuant to due authority, has executed this Termination of Non-Recourse Note and Security Agreement as of the date first written above.

NATIONAL CITY BANK, KENTUCKY (f/k/a First National Bank of Louisville)

By: 

Title: 

EXHIBIT A
DESCRIPTION OF EQUIPMENT

<u>Equipment Description</u>		<u>Unit Numbers</u>		
4,000 cubic foot, 100-ton capacity, five-pocket, rapid discharge open top coal hopper railcars with Electro- pneumatically controlled hopper gates. Built by Ortner circa 1971 and 1977.	HLMX	601	644	690
		602	646	691
		603	647	696
		604	648	697
		605	649	698
		606	650	699
		607	651	704
		608	652	705
		609	653	708
		610	655	712
		611	656	714
		612	657	715
		613	658	716
		614	659	718
		615	660	719
		616	661	723
		617	662	
		618	663	
		619	664	
		620	665	
		621	666	
		622	667	
		624	668	
		625	669	
		626	669	
		627	670	
		628	672	
		629	673	
		630	674	
		631	675	
		632	676	
		633	677	
		634	678	
	635	679		
	636	680		
	637	681		
	638	682		
	639	683		
	640	684		
	641	685		
	642	686		
	643	688		

EXHIBIT A
DESCRIPTION OF EQUIPMENT
Continued

<u>Equipment Description</u>		<u>Unit Numbers</u>		
	HLMX	623	80001	
Sixty-five (65) 3,800 cubic foot, 100-ton capacity, roller-bearing, five-pocket, open top rapid discharge coal railcars, built by Ortner circa 1978, 1980 and 1981.		645	80002	
		654	80003	
		721	80004	
		724	80005	
		725	80006	
		726	80007	
		727	80008	
		728	80009	
		729	80010	
		730	800011	
		731	80012	
		732	80013	
		733	80014	
			197810	80015
			197815	80016
			197818	80017
			197819	80018
			197821	80019
			197823	80020
			197831	81001
			197881	81002
			197886	81003
			197896	81004
			197897	81006
			197954	81012
				81014
				81019
			81021	
			81023	
			81024	
			81029	
			81032	
			81035	
			81036	
			81041	
			81053	
			81065	
			81067	