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RECORDATION NO 16168-A
FILED 1423

March 29, 1989

MAR 31 1989 - 2 20 PM
INTERSTATE COMMERCE COMMISSION
NON-OPERATING UNIT
MAR 31 2 16 PM '89
13-00 filing fee

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

Dear Ms. McGee:

On behalf of The First National Bank of Boston, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of March 31, 1989, which should be included as part of the filing recorded on January 18, 1989 at 10:55 a.m., Recordation No. 16168 as the next available recordation number being 16168-A.

The executing party to the enclosed Termination is:

The First National Bank of Boston - Secured Party
100 Federal Street
Boston, Massachusetts 02106

The Termination, among other things, terminates the security interest of the Secured Party in the locomotives listed in Exhibit A to the Termination and in the Lease of Railroad Equipment dated as of February 2, 1989 between Helm Financial Corporation and Union Pacific Railroad Company ("UP"), known as UP's C.D. No. 54792-33.

The equipment covered is listed in the Termination.

A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Security Interest."

This one to 16168-A

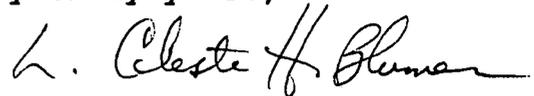
Deputy [Signature]

MANWELL & WES

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Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Security Agreement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



L. Celeste H. Blumer

Enclosures
LCHB:its

PARTIAL TERMINATION OF
SECURITY AGREEMENT

MAR 31 1989 -2 20 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of March 31, 1989, by The First National Bank of Boston, a national banking association, as Trustee (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns or will own Twenty-four (24) SD40-2 3000 H.P. Locomotives bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Locomotives") which Locomotives will be subject to a Lease of Railroad Equipment, dated as of February 2, 1989 between Union Pacific Railroad Company ("UP") and Helm, known as UP's C.D. No. 54792-33 (the "Lease"). 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 January 17, 1989, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to mortgage the Locomotives and discount the Lease to a third party as permitted by 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 Locomotives and the Lease.

2. Termination of Security Interest. The Bank's security interest in the Locomotives and the Lease 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 Locomotives and the Lease shall and has become null and void.

This Release shall have no effect on the Bank's security interest in and lien on any Collateral other than the Locomotives and the Lease 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

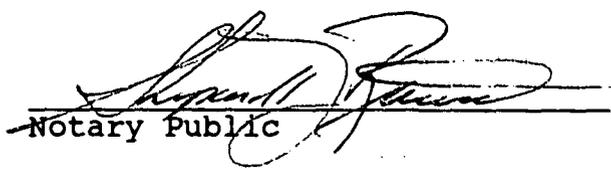
ATTEST:

Name: Jawell Lawson
Title: Loan OfficerBy: [Signature]
Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
COUNTY OF Suffolk) ss.

On this 30 day of March, 1988, before me, personally appeared Daniel O'Connor to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Boston, ~~that the seal affixed to the foregoing instrument is the corporate seal of said association,~~ that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

[SEAL]

EXHIBIT A

Locomotive Description:

Twenty-Four (24) SD40-2 3000 H.P. locomotives built by
General Motors Corporation (Electro-Motive Division)
in 1973

Current Road Numbers: UP 4090-4104, 4106-4114

Prior Road Numbers: MP 3090-3104, 3106-3114
MP 790-804, 806-8114
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