

\$15.00

HELM FINANCIAL CORPORATION

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

January 2, 1990

1-007A047

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

16168-ym
RECORDATION NO. FILED

JAN 7 1991 -11 20 AM

INTERSTATE COMMERCE COMMISSION

JAN 7 11 21 AM '91
MOTOR OPERATING UNIT

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, five (5) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of January 2, 1991 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-_.

The executing party to enclosed Partial 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 Units listed in Exhibit A.

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."

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Partial Termination 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,

Annette Wolff
Annette Wolff
Manager of Operations

Enclosures

7

Interstate Commerce Commission
Washington, D.C. 20423

1/9/91

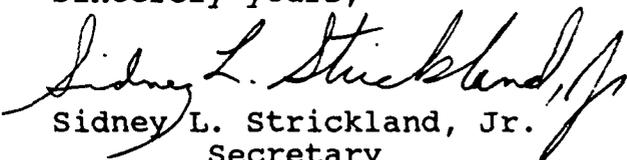
OFFICE OF THE SECRETARY

Arnetta Wolff
Helm Financing Corporation
One Embarcadero Center
San Francisco, California 94111

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 1/7/91 at 11:30am, and assigned recordation number(s). 16168-M

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16168 gm

JAN 7 1991 -11 00 AM
INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of January 2, 1991, 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 one hundred thirty-six (136) covered hopper railcars bearing American Association of Railroad Designation Numbers as 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 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 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} which 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's 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.

ATTEST:

THE FIRST NATIONAL BANK OF BOSTON

Name: _____

By: W. A. Shilford

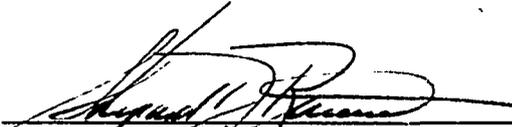
Title: _____

Title: Vice President

[CORPORATE SEAL]

COMMONWEALTH OF MASSACHUSETTS)
)S
COUNTY OF SUFFOLK)

On this 2nd day of JANUARY 1991, before me, personally appeared (A.W. WHITFIELD 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 said instrument was signed 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

My Commission Expires:
2/23/95

EXHIBIT A
(continued)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton Roller Bearing	136	LN 250133
4750 cu.ft. Aluminum		LN 250135
Covered Hopper Railcars		LN 250513
		LN 250517
		LN 250519
		SAL 035048
		SAL 035141
		SAL 035187
		SBD 248754
		SBD 248756
		SBD 248758
		SBD 248761
		SBD 248763
		SBD 248766
		SBD 248767
		SBD 248769
		SBD 248771
		SBD 248773
		SBD 248774
		SBD 248776
		SBD 248780
		SBD 248785
		SBD 248788
		SBD 248792
		SBD 248797
		SBD 248803
		SBD 248804
		SBD 248809
		SBD 248811
		SBD 248818
		SBD 248819
		SBD 248827
		SBD 248831
		SBD 248835
		SBD 248859
		SBD 248974
		SBD 248975
		SBD 248976
		SBD 248977
		SBD 248978
		SBD 248979
		SBD 248982
		SBD 248983
		SBD 248986
		SBD 248988
		SBD 248990
		SBD 248994
		SBD 248999
		SBD 249000
		SBD 249006
		SBD 249008
		SBD 249011

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton Roller Bearing	136	CSXT 248781
4750 cu.ft. Aluminum		CSXT 248810
Covered Hopper Railcars		CSXT 248832
		CSXT 248837
		CSXT 248846
		CSXT 248852
		CSXT 249010
		CSXT 249158
		LN 250000
		LN 250003
		LN 250004
		LN 250007
		LN 250010
		LN 250015
		LN 250016
		LN 250019
		LN 250023
		LN 250029
		LN 250036
		LN 250040
		LN 250045
		LN 250047
		LN 250051
		LN 250053
		LN 250056
		LN 250059
		LN 250061
		LN 250063
		LN 250066
		LN 250069
		LN 250071
		LN 250073
		LN 250076
		LN 250077
		LN 250079
		LN 250081
		LN 250082
		LN 250086
		LN 250087
		LN 250094
		LN 250095
		LN 250096
		LN 250097
		LN 250098
		LN 250103
		LN 250104
		LN 250109
		LN 250113
		LN 250117
		LN 250125
		LN 250130

EXHIBIT A
(continued)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton Roller Bearing	136	SBD 249012
4750 cu.ft. Aluminum		SBD 249016
Covered Hopper Railcars		SBD 249017
		SBD 249022
		SBD 249025
		SBD 249035
		SBD 249039
		SBD 249046
		SBD 249049
		SBD 249051
		SBD 249052
		SBD 249058
		SBD 249063
		SBD 249068
		SBD 249076
		SBD 249078
		SBD 249080
		SBD 249084
		SBD 249090
		SBD 249092
		SBD 249114
		SBD 249120
		SBD 249121
		SBD 249127
		SBD 249148
		SBD 249152
		SCL 835044
		SCL 835069
		SCL 835129
		SCL 835189
		SCL 835201
		SCL 835208
		SCL 835223