

OSTER

1-063A001

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDED BY 16168-0 FILED 1483

MAR 4 1991 -9 55 AM

INTERSTATE COMMERCE COMMISSION

March 4, 1991

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

MAR 4 9 53 AM '91
MOTOR OPERATING UNIT

Dear Ms. Lee:

Enclosed is a Partial Termination of Security Agreement dated as of February 27, 1991.

Please record this supplemental agreement as ICC Recordation #16168-0.

The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterparts - Mary Oster

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

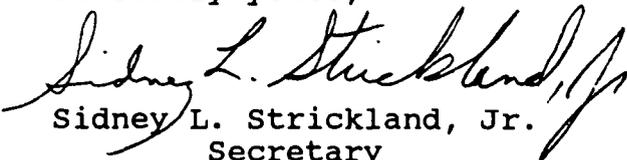
3/4/91

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD. 21771

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/4/91 at 9:55AM, and assigned recordation number(s). 16168-0.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDED NO. 16168-0 FILED NO.

MAR 4 1991 -9 55 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of February 27, 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 ninety (90) used 100 ton rapid discharge aggregate railroad cars built by Trinity Industries Inc., 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 is planning to sell the Units 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 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 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: [Signature]

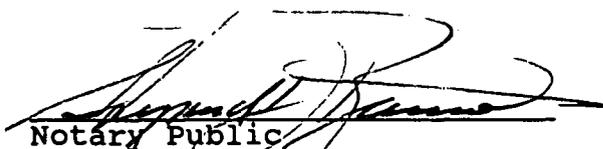
Title: _____

Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
)S
COUNTY OF SUFFOLK)

On this 27th day of FEBRUARY 1991 before me, personally appeared DANIEL O'CONNOR to me personally know, 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:
3-23-95

EXHIBIT A

TO

PARTIAL TERMINATION OF SECURITY AGREEMENT

BETWEEN

HELM FINANCIAL CORPORATION

AND

THE FIRST NATIONAL BANK OF BOSTON

DATED FEBRUARY 27, 1991

Car Numbers:

CSXT	290203	SBD	290297	SBD	290227
CSXT	290321	SBD	290301	SBD	290259
CSXT	290333	SBD	290304	SBD	290275
GA	25005	SBD	290334	SBD	290288
GA	25008	SBD	290337	SBD	290327
GA	25012	SBD	290338	SBD	290267
GA	25017	SBD	290340	GA	25080
GA	25029	SBD	290344	GA	25110
GA	25039	SBD	290349	SBD	290255
GA	25042	SBD	290211	GA	25014
GA	25045	SBD	290225	GA	25034
GA	25048	GA	25004	GA	25038
GA	25051	GA	25036	GA	25083
GA	25056	SBD	290206	GA	25115
GA	25058	SBD	290210	SBD	290309
GA	25064	SBD	290218	GA	25103
GA	25066	SBD	290278	GA	25027
GA	25086	SBD	290283	GA	25108
GA	25095	GA	25133	GA	25134
GA	25100	SBD	290242	GA	25120
GA	25104	SBD	290289	GA	25127
GA	25121	SBD	290315	GA	25145
GA	25124	GA	25003	GA	25158
GA	25156	GA	25031	CSXT	290342
SBD	290190	GA	25046	GA	25092
SBD	290213	GA	25050	GA	25146
SBD	290214	SBD	290212	SBD	290192
SBD	290223	SBD	290268	SBD	290230
SBD	290262	GA	25015	SBD	290302
SBD	290263	GA	25043	GA	25001