

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
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VIA AIR COURIER

December 15, 1993

RECORDATION NO. 16168222 FILED 1993

DEC 17 1993 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RE: Security Agreement dated as of January 17, 1989 ("**Security Agreement**") between Helm Financial Corporation ("**Helm**") and The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank ("**Agent**")

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed originals of the Partial Termination of Security Agreement dated November 3, 1993 ("**Partial Termination**") by The First National Bank of Boston, a national banking association, for the benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Name and Address of Agent: The First National Bank of Boston  
100 Federal Street  
Boston, Massachusetts 02110

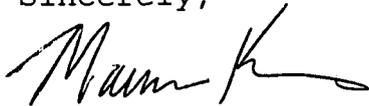
Equipment: Fifteen (15) Gondola Railcars (See Exhibit A for Unit Numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under Recordation No. 16168

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Please file the Partial Termination under the next available recordation number and return three (3) endorsed originals to my attention. The filing fee of eighteen dollars (\$18.00) is included in the enclosed check.

Sincerely,

A handwritten signature in black ink, appearing to read "Maureen Krieg", written in a cursive style.

Maureen Krieg  
Contracts Administrator

mek  
Enclosures (4)

RECORDING NO 16168-222 FILED

PARTIAL TERMINATION OF SECURITY AGREEMENT

DEC 17 1993 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT dated as of November 2, 1993 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns the fifteen (15) gondola railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral") to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement dated as of January 17, 1989 between Helm and the Agent (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 Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Agent'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 Agent'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 Banks' 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 THEREOF, the Banks, pursuant to due authority, have executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON, as Agent

By: [Signature]

Title: VP

Date: 4/22/97



**EXHIBIT A**

**DESCRIPTION OF EQUIPMENT**

**Description:**

Fifteen (15), 2947 cubic foot, 65'6", 100-ton gondolas,  
manufactured by Thrall in 1967.

**Unit Numbers:**

PAL 20001 - 20015 (inclusive)