

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

RECORDATION NO. 16168-GGG FILED 1925

AUG 30 1994 -3 45 PM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

August 29, 1994

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 ("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 July 20, 1994 ("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: One (1) GP38 locomotive (See Exhibit A for Unit  
Number)

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

Please file the Partial Termination under the next available recordation  
number and return three (3) each of the endorsed originals to my attention.  
The filing fee of eighteen dollars (\$18.00) is included in the enclosed check  
number 19165.

Sincerely,



Cecilia Mostaghim  
Contracts Administrator

cm

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 31, 1994

CECILIA MOSTAGHIM  
HELM FINANCIAL CORPORATION  
ONE EMBARCADERO CENTER  
SAN FRANCISCO CA 94111

Dear MS. MOSTAGHIM:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/30/94 at 3:45PM, and assigned recordation number(s). 18956, 18009-A, 16168-GGG.

Sincerely yours,

  
Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



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PARTIAL TERMINATION OF SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of July 20, 1994, 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 owned the GP38 locomotive bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit"). 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 has sold the Unit 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 Unit.

2. Termination of Security Interest. The Agent's security interest in the Unit 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 Unit shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Unit and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, 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, as Agent

By: 

Title: DIRECTOR



EXHIBIT A

DESCRIPTION OF EQUIPMENT

<u>EQUIPMENT DESCRIPTION</u>	<u>QUANTITY</u>	<u>UNIT NUMBER</u>
General Motors (Electric Motive Division) GP-38, 2000 H.P., Diesel Electric Locomotive, built in 1967	One (1)	IAIS 600