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RECORDATION NO. 16168-HH FILED 1495

OCT 17 1994 8 55 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

OCT 17 8 54 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

October 17, 1994

Mr. Vernon Williams
Acting Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Please find attached a Partial Termination of Security Agreement dated as of October 6, 1994. This is a supplemental agreement to a Security Agreement dated 1/15/92 between Helm Financial Corporation and The First National Bank of Boston, ICC Recordation #16168.

The equipment involved in this partial termination is as follows:

DH 12301, 12303-12308, 12310-12330,
12333-12337, 12340-12356, 12358-12360

Please file this supplemental document as ICC Recordation #16168-HH. The filing fee of \$21 is attached.

Thank you.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Attachments

Counterparts - Mary Ann Oster

Interstate Commerce Commission
Washington, D.C. 20423

10/17/94

OFFICE OF THE SECRETARY

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

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 10/17/94 at 8:55AM, and assigned recordation number(s) 16168-HH.

Sincerely yours,

Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100403001)

\$ 21.00 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

Janice M. Fort

RECORDATION NO. 16168-444
FILED 1994
OCT 17 1994 8 53 AM
INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of October 6, 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 owns fifty-three (53) covered hopper 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 has sold 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 Bank 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 Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement on the the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: *Julio P. ...*
Title: VICE PRESIDENT
Date: 10/7/94

EXHIBIT A

To the Partial Termination of Security Agreement
dated as of October 6, 1994

Description of Equipment:

Fifty-three (53), 4750 cubic foot, 100-ton, triple center discharge covered hopper railcars; built by Pullman-Standard Division of Pullman Incorporated in 1974.

Unit Numbers:

DH 12301,
12303-12308,
12310-12330,
12333-12337,
12340-12356,
12358-12360.