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

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RECORDATION NO. 16168-355 FILED 1625  
OCT 24 1994 9 50 AM  
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

OCT 24 9 43 AM '94

RECEIVED  
OCT 24 1994

*Courtesy photo - Mary A Oster*

October 24, 1994

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

Dear Mr. Williams:

Enclosed is a Partial Termination of Security Agreement dated as of October 17, 1994, which terminates the following locomotives from the Security Agreement dated 1/17/89 between Helm Financial Corporation and The First National Bank of Boston filed under ICC Recordation #16168:

KCS 4751-4762  
(formerly CSXT, see Exhibit A)

Please record this supplemental agreement as ICC Recordation #16168-355. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary A Oster*

Mary Ann Oster  
Research Consultant

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

10/25/94

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 10/24/94 at 9:50am, and assigned recordation number(s). 16168-JJJ.

Sincerely yours,

Vernon A. Williams  
Acting Secretary

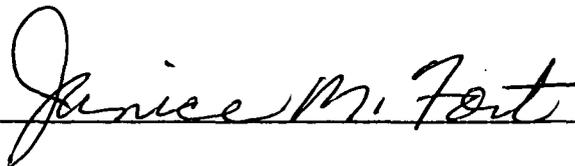
Enclosure(s)

(0100411011)

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

  
\_\_\_\_\_

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

16/68-333  
OCT 24 1994 10:50 AM  
INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of October 17, 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 the twelve (12) GP40-2 locomotives bearing Association of American Railroad Designation Number 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 date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By: *[Signature]*  
Title: VP  
Date: 10/18/94

*cm*



EXHIBIT A

To the Partial Termination of Security Agreement  
dated as of October 17, 1994

Description of Equipment:

Twelve (12) GP40-2 Locomotives

Old Unit Numbers

New Unit Numbers

CSXT 6769	KCS 4751
6817	4752
6728	4753
882	4754
6536	4755
6791	4756
6748	4757
6520	4758
6787	4759
6731	4760
6514	4761
6768	4762

*CM*