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RECORDATION NO. 16168-KKK FILED 1425 0100420017
NOV -1 1994 -10 15 AM
INTERSTATE COMMERCE COMMISSION

November 1, 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 24, 1994, which releases the following railcars from a Security Agreement dated 1/17/89 between Helm Financial Corporation and the Bank of Boston, ICC Recordation #16168:

- 2, Ballast Railcars
KCS 211120, 211121
- 4, Flat Bottom Gondolas
KCS 443, 477, 547, 579

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

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Placed by Mary Ann Oster

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INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

11/1/94

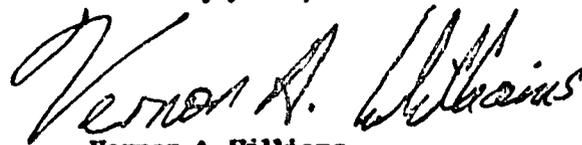
OFFICE OF THE SECRETARY

Mary Ann Oster
Research Consultant
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 11/1/94 at 10:18AM, and assigned recordation number(s). 16168-KKK.

Sincerely yours,

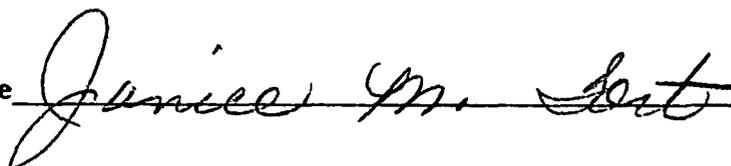

Vernon A. Williams
Secretary

Enclosure(s)

(0100420017)

\$ 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



RECORDATION NO. 16168-KIKK

NOV -1 1994 10:55 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") dated as of October 24, 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 six (6) 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 or has sold the Units to a third party as permitted by the Security Agreement and desires that the Units be 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: 
Title: VP
Date: 10/25/94

EXHIBIT A

<u>Description</u>	<u>Unit Numbers</u>
Two (2) ballast railcars	KCS 211120 KCS 211121
Four (4), 100-Ton, 4000 cubic foot capacity, rotary coupled, flat bottom gondola railcars	KCS 443 KCS 477 KCS 547 KCS 579