

0100632002

OSTER Researching Services

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

Courtesy Photo - Mary Ann Oster

May 19, 1995

RECORDATION NO. 16168-AAAA FILED 1425
MAY 19 1995 - 9 45 AM
INTERSTATE COMMERCE COMMISSION

Mr. Vernon Williams
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 May 15, 1995 which releases the following railroad equipment from the Security Agreement dated January 17, 1989, between First National Bank of Boston and Helm Financial Corporation:

39, 3209 cf 100-ton Open-top Hoppers
HELX 580003-581577, N.I.
(See Exhibit A)

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

LICENSING BRANCH

MAY 19 9 39 AM '95

RECEIVED
OFFICE OF THE
SECRETARY



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/19/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Dr.
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/19/95 at 9:45AM, and assigned recordation number(s). 16168-AAAA.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100632002)

\$ ~~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

RECORDED 16168-AAAA
MAY 19 1995

MAY 19 1995 10:55 AM

**PARTIAL TERMINATION OF
SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of May 15, 1995 by **THE FIRST NATIONAL BANK OF BOSTON**, a national banking association (the "**Agent**"), 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, for the benefit of **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**").

1. **Recitals.** Helm owns the thirty-nine (39) open top 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 or 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 Banks' 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 Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

**THE FIRST NATIONAL BANK OF BOSTON,
as Agent**

By:

Title: Vice President

Date: 5/15/95

EXHIBIT A

Description of Equipment:

Thirty-nine (39), 3209 cubic foot, four pocket, 100-ton, open top hopper railcars; built by Bethlehem Freight Car between 1963 and 1966.

Unit Number

HELX 580003
HELX 580074
HELX 580079
HELX 580205
HELX 580213
HELX 580346
HELX 580379
HELX 580437
HELX 580465
HELX 580643
HELX 580682
HELX 580743
HELX 580769
HELX 580779
HELX 580784
HELX 580788
HELX 580733
HELX 580837
HELX 580840
HELX 580852

Unit Number

HELX 580872
HELX 580926
HELX 580945
HELX 581004
HELX 581018
HELX 581044
HELX 581065
HELX 581070
HELX 581281
HELX 581290
HELX 581303
HELX 581323
HELX 581351
HELX 581385
HELX 581428
HELX 581443
HELX 581353
HELX 581371
HELX 581577