

OSTER

Researching Services

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

0100 683073

RECORDATION NO. 16168-EEEE
FILED 149R
JUL 10 1995 9 45 AM
INTERSTATE COMMERCE COMMISSION

July 10, 1995

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

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Partial Termination of Security Agreement dated as of December 2, 1994, involving the First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, ICC Recordation #16168:

- 1, 2000 HP GP38AC Locomotive
HLCX 3677

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 A Oster

Mary Ann Oster
Research Consultant

Enclosures

Country Parts - Mary A Oster

RECEIVED
OFFICE OF THE
SECRETARY
JUL 10 9 40 AM '95
LICENSING BRANCH



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

7/10/95

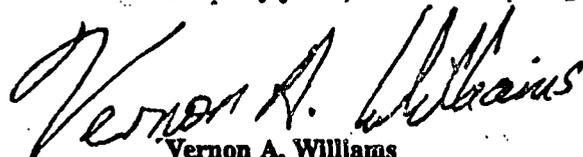
Office Of The Secretary

Mary Ann Oster -
Research Consultant -
Oster Researching Services -
12897 Colonial Drive -
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 7/10/95 at 9:45AM, and assigned recordation number(s). 16168-EEEE.

Sincerely yours,

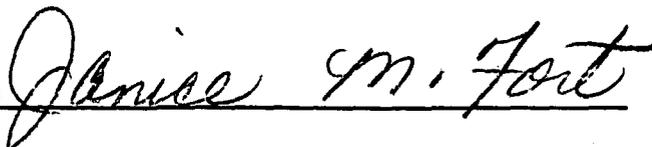

Vernon A. Williams
Secretary

Enclosure(s)

(0100683073)

\$ 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



16168-EEEE
JUL 10 1995 10:14 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of December 2, 1994 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 one (1) locomotive bearing Association of American Railroad ("AAR") Designation Numbers set forth in 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 or is planning to sell 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 Banks' 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 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: [Signature]
Title: VP
Date: 7/5/95

am

EXHIBIT A

To the Partial Termination of Security Agreement dated as of December 2, 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 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.

Description of Equipment:

One (1), 2,000 h.p., GP38AC locomotive built by General Motors, Electro Motive Division, in 1971.

Unit Number: HLCX 3677

CM