

OSTER
Researching Services

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

6100731033

RECORDATION NO. 16168-NNNN
FILED 1425

AUG 11 1995 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

August 11, 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 August 1, 1995, involving 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:

10, SD40-2 Locomotives
KCS 630-634; 695-699

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

Counterparts - Donna Liles

RECEIVED
OFFICE OF THE
SECRETARY
Aug 11 11 35 AM '95
LICENSING BRANCH



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

8/11/95

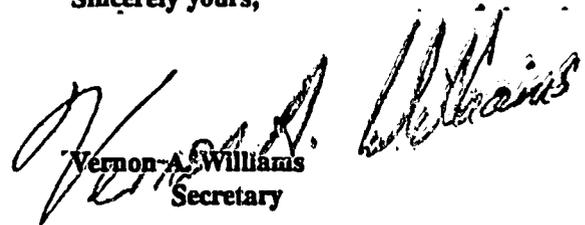
Office Of The Secretary

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 8/11/95 at 11:40AM, and assigned recordation number(s). 16168-NNNN.

Sincerely yours,

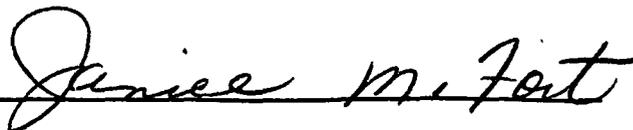

Vernon A. Williams
Secretary

Enclosure(s)

(0100731033)

\$ 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-NNNN
AUG 11 1995 11:55 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of August 1, 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 ten (10) locomotives 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: Barbara Wilson
Title: Director
Date: 8/7/95

CM

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 7 day of August, 1995 before me, personally appeared Barbara Wilsh, to me personally know, who being by me duly sworn, says that he is a Director of THE FIRST NATIONAL BANK OF BOSTON, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lori B. Langer
Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

EXHIBIT A

Description of Equipment:

Ten (10) SD40-2 Locomotives.

Unit Numbers:

KCS 630
KCS 631
KCS 632
KCS 633
KCS 634
KCS 695
KCS 696
KCS 697
KCS 698
KCS 699

CM