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December 5, 1995

RECORDATION NO. 16168-XXXX FILED 1425

DEC 5 - 1995 - 1 20 PM

Recordation No. 16168-XXXX

INTERNATIONAL COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of The First National Bank of Boston, as Agent, I submit for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination of Security Agreement ("Release"), dated as of November 28, 1995.

The party to the enclosed Release is:

The First National Bank of Boston, as Agent — RELEASING PARTY
100 Federal Street
Boston, MA 02110

The said Release is a full, complete release and termination of that certain Security Agreement dated as of January 17, 1989, as may have been amended, recorded January 18, 1989 under Recordation No. 16168 and the Release should be recorded under the next available letter under Recordation No. 16168 which we believe is -"XXXX."

The equipment covered by the enclosed Release is all the equipment covered by the said Security Agreement.

A short summary of the Release to appear in the ICC Index is as follows:

"Complete release of Security Agreement."

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fee.

LICENSING BRANCH

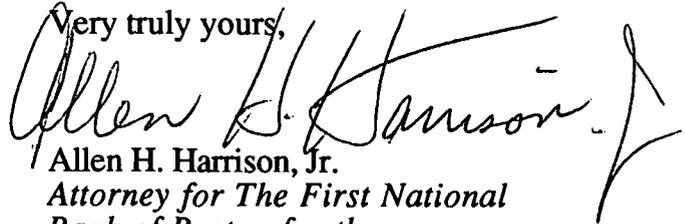
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RECORDED
SERIALIZED
DEC 5 1995

Counterparts - 6 of 11

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the ICC letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a large, sweeping flourish extending to the right.

Allen H. Harrison, Jr.
*Attorney for The First National
Bank of Boston for the purpose
of this filing.*

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND
8308-020



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

12/5/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

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 12/5/95 at 1:20PM, and assigned recordation number(s). 16168-XXXX

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100877064)

\$ 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-XXXX
FILED 1995

FULL RELEASE AND TERMINATION
OF
SECURITY AGREEMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 16168

DEC 5 1995 1:20 PM

THIS FULL RELEASE AND TERMINATION OF SECURITY AGREEMENT, is made as of November 21, 1995, by The First National Bank of Boston, a national banking association, as agent for itself and others ("Agent") for the benefit of Helm Financial Corporation, a California corporation ("Helm").

WITNESSETH

WHEREAS, Helm, as debtor, and Agent, as secured party, did enter into that certain Security Agreement dated as of January 17, 1989, as may have been amended from time to time, recorded January 18, 1989 with the Interstate Commerce Commission under Recordation No. 16168, and

WHEREAS, under the terms of the aforesaid Security Agreement Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired ("Collateral") to the Agent, and

WHEREAS, the obligations secured by the said Security Agreement have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Agent does

hereby release and terminate *in toto* the aforesaid Security Agreement and fully releases and discharges all Collateral described and covered therein and thereby.

IN WITNESS WHEREOF, Agent has duly executed this FULL RELEASE AND TERMINATION OF SECURITY AGREEMENT as of this 22 day of November 1995.

THE FIRST NATIONAL BANK OF BOSTON,
As Agent.

By: 

Name: DEXTER FREEMAN

Title: DIRECTOR

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

SS:

On this 28th day of November, 1995 before me personally appeared Dexter Freeman, to me personally known, who being by me duly sworn, says that he/~~she~~ is the Director of THE FIRST NATIONAL BANK OF BOSTON, a national banking association ("Bank"), that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Florence Grose

Notary Public

FLORENCE GROSE
Notary Public

My Commission Expires November 12, 1999

[SEAL]

My Commission Expires: