

15
16168-I

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January 12, 1990

0-012A007

RECORDATION NO 16168-I FILED 1425

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JAN 12 1990 -11 20 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of the First National Bank of Boston, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, five (5) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of December 21, 1989, which should be included as part of the filing recorded on January 18, 1989 at 10:55 a.m., Recordation No. 16168, as the next available recordation number being 16168-H.

The executing party to the enclosed Partial Termination is:

The First National Bank of Boston - Secured Party
100 Federal Street
Boston, Massachusetts 02106

The Termination, among other things, terminates the security interest of the Secured Party in the locomotives listed in Exhibit A to the Termination.

The equipment covered is listed in Exhibit A to the Termination.

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

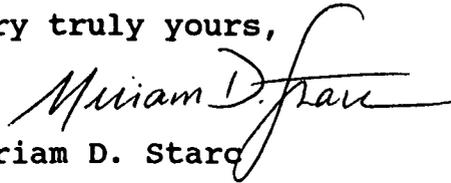
"Partial Termination of Security Interest."

C. J. Kasper
C. Dunne

Honorable Noreta R. McGee
January 12, 1990
Page 2

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Miriam D. Staro". The signature is written in dark ink and is positioned above the typed name.

Miriam D. Staro

MDS/mn
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/12/90

OFFICE OF THE SECRETARY

Miriam D. Starc
Manwell & wes
Citicorp Center
One Sansome St 14th Fl.
San Francisco, Calif. 94104

Dear Ms. Starc:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/90 at 11:20am and assigned recordation number(s). 16168-I,16857-A,16611-A 16611-B & 16260-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

JAN 12 1990 -11 20 AM

PARTIAL TERMINATION OF INTERSTATE COMMERCE COMMISSION SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of December 29, 1989, by The First National Bank of Boston, a national banking association, as Trustee (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns eight (8) General Motors (Electro Motive Division) SD45, 3200 H.P. diesel electric locomotives bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Locomotives"), which Locomotives are subject to a Locomotive Lease Agreement dated as of September 30, 1989 between Helm and Montana Rail Link, a Montana corporation. Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral") to the Bank upon the terms and conditions provided in that certain Security Agreement dated as of January 17, 1989, between Helm and the Bank (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 mortgage the Locomotives and discount the Lease 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 Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Locomotives and the Lease.

2. Termination of Security Interest. The Bank's security interest in the Locomotives and the Lease shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank's right, title and interest in and to the Locomotives and the Lease shall and has become null and void.

This Partial Termination shall have no effect on the Bank's security interest in and lien on any Collateral other than the Locomotives and the Lease and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON

ATTEST:

Name: _____
Title: _____

By: [Signature]
Title: Vice President

[CORPORATE SEAL]

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 27th day of December, 1989, before me, personally appeared Daniel O'Connor to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Boston and 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.

W A Hunter
Notary Public

My Commission Expires: 4/13/90

[SEAL]

EXHIBIT A

Eight (8) SD45, 3200 H.P. locomotives built by General Motors Corporation (Electro Motive Division).

Current Road Numbers: NHL 6445
NHL 6493
NHL 6497
NHL 6557
NHL 6558
NHL 6681
NHL 6684
NHL 6686