

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

January 29, 1991

Honorable Noretta R. McGee
Secretary
Interstate Commerce Division
Washington, DC 20423

RECEIVED JAN 31 1991

RECORDATION NO 16168-N FILED 145

1-037A012 FEB 6 1991 -10 45 AM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

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 January 30, 1991 which should be included as part of the filing recorded on January 18, 1989 at 10:55 a.m., Recordation Number 16168 as the next available recordation number being 16168-N.

The executing party to enclosed Partial Termination is:

The First National Bank of Boston - Secured Party
100 Federal Street
Boston, MA 02110

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

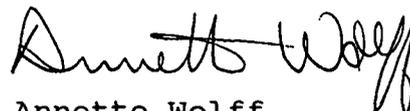
The equipment covered is listed in the Termination.

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

"Partial Termination of Security Interest."

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,



Annette Wolff
Manager of Operations

FEB 6 10 39 AM '91
MOTOR OPERATING UNIT

AW:dll
enclosures

John M. ...
C. ...

Interstate Commerce Commission
Washington, D.C. 20423

2/6/91

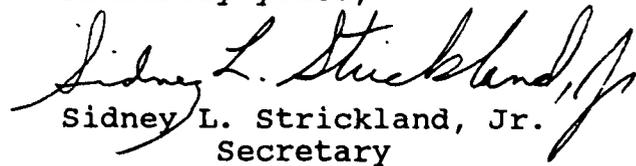
OFFICE OF THE SECRETARY

Annette Wolff
Helm Financial Corp.
One Embarcadero Center
San Francisco, Calif. 94111

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 2/6/91 at 10:45am, and assigned recordation number(s). 16168-N

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16168-N FEB 1991

FEB 6 1991 -10 45 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of January 30, 1991, by The First National Bank of Boston, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns one locomotive bearing an American Association of Railroad Designation Number as listed on 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 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 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 Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Unit.

2. Termination of Security Interest. The Bank's security interest in the Unit shall be and is hereby terminated upon the filing of this Partial Termination which the ICC and all of the Bank'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's 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 WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

ATTEST:

THE FIRST NATIONAL BANK OF BOSTON

Name: _____

By: Michael T. Kelly

Title: _____

Title: DIVISION EXECUTIVE

[CORPORATE SEAL]

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
The Equipment consists of one (1) (EMD) GP38 locomotive bearing the following road number	1	ITS 201