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16168-4
RECORDATION NO. FILED 1425

AUG 21 1991 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

815

16168-U

August 21, 1991

1-233A014

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) fully executed and acknowledged original copies of a Partial Termination of Security Agreement dated as of August 20, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Security Agreement dated as of January 17, 1989 between Helm Financial Corporation and The First National Bank of Boston, Secured Party, which was filed and recorded on January 19, 1989 under Recordation Number 16168.

The name and address of the party executing the enclosed document is:

The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

C. T. Kappler

Alvord

FILED
AUG 21 1991
INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
August 21, 1991
Page Two

A short summary of the enclosed secondary document to appear
in the Commission's Index is:

Partial Termination of Security Agreement dated as of
August 20, 1991 executed by The First National Bank of
Boston covering 66 gondola railcars bearing BN/SLSF marks
and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
52'6", 4'6" inside height, 100-ton roller bearing gondola railcars	66	BN 562103 562142 562161 562164 562208 562236 562264 562271 562276 562296 SLSF 66004 66011 66013 66014 66016 66017 66018 66023 66027 66033 66043 66044 66045 66046 66052 66054 66055 66062 66066 66068 66070 66073 66074 66082 66083 66087 66089 66095 66096 66097 66098 66100 66101 66102 66104

EXHIBIT A
(continued)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
		66105
		66110
		66113
		66115
		66118
		66120
		66123
		66124
		66127
		66128
		66133
		66143
		66149
		66150
		66152
		66160
		66167
		66183
		66187
		66188
		66195

Interstate Commerce Commission
Washington, D.C. 20423

8.21.91

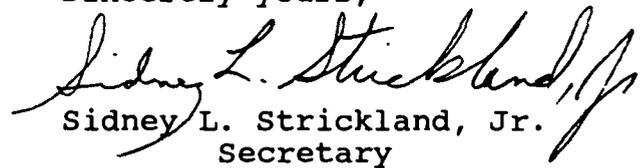
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th Street N.W.
Washington, D.C. 20006

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 8/21/91 at 12:45pm, and assigned recordation number(s). 16168-U & 8070-K

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

AUG 21 1991 -12 45 PM

PARTIAL TERMINATION OF INTERSTATE COMMERCE COMMISSION SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of August 20, 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 gondola railcars bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). 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 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 Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

2. Termination of Security Interest. The Bank security interest in the Units 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 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 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: [Signature]

Title: _____

Title: Vice President

[CORPORATE SEAL]

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
52'6", 4'6" inside height, 100-ton roller bearing gondola railcars	66	BN 562103
		562142
		562161
		562164
		562208
		562236
		562264
		562271
		562276
		562296
		SLSF 66004
		66011
		66013
		66014
		66016
		66017
		66018
		66023
		66027
		66033
		66043
		66044
		66045
		66046
		66052
		66054
		66055
		66062
		66066
		66068
		66070
		66073
		66074
66082		
66083		
66087		
66089		
66095		
66096		
66097		
66098		
66100		
66101		
66102		
66104		

EXHIBIT A
(continued)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
		66105
		66110
		66113
		66115
		66118
		66120
		66123
		66124
		66127
		66128
		66133
		66143
		66149
		66150
		66152
		66160
		66167
		66183
		66187
		66188
		66195