

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL  
URBAN A. LESTER

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

RECORDATION NO. 16168-W FILED 1423

*815*

SEP 6 1991 12 45 PM

INTERSTATE COMMERCE COMMISSION

*16168-V*  
*1-249A028*

September 6, 1991

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 September 6, 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.

*Country Club*  
*Ch. Kappler*

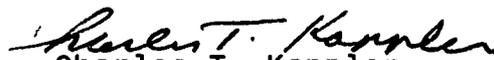
SEP 30 1991  
MOTOR CARRIER DIVISION  
12 37 PM '91

Mr. Sidney L. Strickland, Jr.  
September 6, 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  
September 6, 1991 executed by The First National Bank of  
Boston covering 9 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.	9	SLSF	66002
			66047
			66086
			66088
			66129
			66138
			66181
			66194
		BN	562190

16168-W  
FILED 143

SEP 6 1991 - 12 45 PM  
INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of September 6, 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: 

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.	9	SLSF 66002 66047 66086 66088 66129 66138 66181 66194 BN 562190