

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

June 12, 1992

RECORDATION NO. 16168-FF FILED 1425

JUL 6 1992 -10 40 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

JUL 6 10 30 AM '92

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a document entitled Partial Termination of Security Agreement dated May 12, 1992 ("Partial Termination"), by First National Bank of Boston ("Bank") for the benefit of Helm Financial Corporation ("Helm"), pertaining to that certain Security Agreement dated as of January 17, 1989 between Helm and the Bank, which should be included as part of the filing recorded on January 18, 1989 at 10:55 AM, Recordation No. 16168 as the next available number.

In connection with the recording of this Partial Termination, please note the following information:

Name and Address of Executing Party:

First National Bank of Boston
100 Federal Street
Boston, MA 02110

Equipment: Five (5) locomotives as more fully described on Annex A to the Partial Termination.

Summary of Document to Appear in ICC Index:

"Partial Termination of Security Agreement"

Payment of the filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,



Sharon L. Van Fossan
Contract Administrator

svf
Enclosures

RECORDATION NO. 16168-FF FILED

PARTIAL TERMINATION OF SECURITY AGREEMENT

JUL 6 1992 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of May 12, 1992, 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 locomotives bearing the Association of American 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's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank's rights, title and interest in and to the Units 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 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.

THE FIRST NATIONAL BANK OF BOSTON

By: *[Signature]*
Title: VP

ANNEX A

DESCRIPTION OF EQUIPMENT

<u>Equipment Description</u>	<u>Equipment Numbers</u>
Five (5), EMD Model GP38, 2000 horsepower, four axle, diesel electric locomotives built in 1969.	2026 2027 2033 2046 2047