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

OF COUNSEL
URBAN A. LESTER

RECORDATION NO 16168 FILED

DEC 29 1992 PM

INTERSTATE COMMERCE COMMISSION

2-364A055

December 29, 1992

DEC 29 2 26 PM '92

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 ~~four (4)~~ five (5) original copies of a Partial Termination of Security Agreement dated as of December 23, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement dated as of January 17, 1989 between Helm Financial Corporation and The First National Bank of Boston, which was recorded on January 18, 1989 under Recordation Number 16168.

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

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

A description of the railroad equipment covered by the enclosed document is attached hereto as Exhibit A.

Also enclosed is a check in the amount of $16 covering the required recordation fee.

Kindly return three (3) stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed document to appear in the Commission's Recordation Register is:

Partial Termination of Security Agreement dated as of December 23, 1992 covering fifty woodchip railcars formerly within the series SOU 75014-76592 and remarked SR 31001-31050, inclusive, and seventy-two ballast railcars formerly within the series BM 12102-12200 and remarked SR 50001-50072, inclusive.

Very truly yours,

Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT A

Equipment Description	Quantity
Woodchip railcars	Fifty (50)

Old Unit No.	New Unit No.
SOU 75014	SR 31001
SOU 75023	SR 31002
SOU 75055	SR 31003
SOU 75113	SR 31004
SOU 75129	SR 31005
SOU 75142	SR 31006
SOU 75180	SR 31007
SOU 75188	SR 31008
SOU 75276	SR 31009
SOU 75299	SR 31010
SOU 75329	SR 31011
SOU 75359	SR 31012
SOU 75385	SR 31013
SOU 75387	SR 31014
SOU 75445	SR 31015
SOU 75480	SR 31016
SOU 75506	SR 31017
SOU 75517	SR 31018
SOU 75619	SR 31019
SOU 75638	SR 31020
SOU 75658	SR 31021
SOU 75662	SR 31022
SOU 75740	SR 31023
SOU 75766	SR 31024
SOU 75809	SR 31025
SOU 75849	SR 31026
SOU 75858	SR 31027
SOU 75863	SR 31028
SOU 75906	SR 31029
SOU 75908	SR 31030
SOU 75921	SR 31031
SOU 75924	SR 31032
SOU 75981	SR 31033
SOU 76002	SR 31034
SOU 76029	SR 31035
SOU 76039	SR 31036
SOU 76057	SR 31037
SOU 76069	SR 31038
SOU 76074	SR 31039
SOU 76090	SR 31040
SOU 76150	SR 31041
SOU 76217	SR 31042
SOU 76244	SR 31043

EXHIBIT A - Continued

Old Unit No.	New Unit No.
SOU 76248	SR 31044
SOU 76361	SR 31045
SOU 76391	SR 31046
SOU 76392	SR 31047
SOU 76573	SR 31048
SOU 76584	SR 31049
SOU 76592	SR 31050

Equipment Description	Quantity
Ballast railcars	Seventy-two (72)

Old Unit No.	New Unit No.
BM 12102	SR 50002
BM 12103	SR 50003
BM 12104	SR 50004
BM 12105	SR 50005
BM 12106	SR 50001
BM 12107	SR 50006
BM 12109	SR 50007
BM 12110	SR 50008
BM 12111	SR 50009
BM 12113	SR 50010
BM 12114	SR 50011
BM 12115	SR 50012
BM 12116	SR 50013
BM 12119	SR 50014
BM 12121	SR 50071
BM 12123	SR 50015
BM 12124	SR 50016
BM 12125	SR 50017
BM 12126	SR 50018
BM 12127	SR 50019
BM 12128	SR 50020
BM 12129	SR 50021
BM 12130	SR 50022
BM 12131	SR 50023
BM 12132	SR 50024
BM 12133	SR 50025
BM 12136	SR 50026
BM 12137	SR 50027
BM 12138	SR 50028
BM 12141	SR 50029
BM 12142	SR 50030

EXHIBIT A - Continued

Old Unit No.	New Unit No.
BM 12145	SR 50031
BM 12146	SR 50032
BM 12148	SR 50033
BM 12149	SR 50034
BM 12150	SR 50035
BM 12151	SR 50036
BM 12152	SR 50037
BM 12153	SR 50038
BM 12154	SR 50039
BM 12155	SR 50040
BM 12158	SR 50041
BM 12160	SR 50042
BM 12161	SR 50072
BM 16162	SR 50043
BM 12163	SR 50044
BM 12165	SR 50045
BM 12166	SR 50046
BM 12168	SR 50047
BM 12170	SR 50048
BM 12171	SR 50049
BM 12173	SR 50050
BM 12174	SR 50051
BM 12175	SR 50052
BM 12176	SR 50053
BM 12177	SR 50054
BM 12178	SR 50055
BM 12179	SR 50056
BM 12180	SR 50057
BM 12181	SR 50058
BM 12182	SR 50059
BM 12184	SR 50060
BM 12185	SR 50061
BM 12186	SR 50062
BM 12188	SR 50063
BM 12189	SR 50064
BM 12190	SR 50065
BM 12192	SR 50066
BM 12197	SR 50067
BM 12198	SR 50068
BM 12199	SR 50069
BM 12200	SR 50070

Interstate Commerce Commission

Washington, D.C. 20423

12/29/92

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W. IC
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 12/29/92 at 2:35pm, and assigned re-recordation number(s). 16168-JJ

Sincerely yours,

Sidney L. Strickland, Jr.

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

RECORDATION NO 16168-JJ FILED 1425

DEC 29 1992 2 PM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of December 23,1992, by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the **"Banks"**) under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the **"Agent"**), for the benefit of Helm Financial Corporation, a California corporation (**"Helm"**).

1. **Recitals**. Helm owns fifty (50) woodchip railcars and seventy-two (72) ballast railcars, all of which are bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the **"Unit(s)"**). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the **"Collateral"**), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (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 Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest**. The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent'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 THEREOF, 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, as Agent

By: Barbara W Wilson

Title: Vice President

\termin\bofbterm

COMMONWEALTH OF MASSACHUSETTS)
)§
COUNTY OF SUFFOLK)

On this 28th day of December, before me, personally appeared Barbara W. Wilson to me personally know, who being by me duly sworn, says that she is a Vice President of **The First National Bank of Boston**, 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.

Notary Public

My Commission Expires:
12-12-97

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EXHIBIT A

Equipment Description	Quantity
Woodchip railcars	Fifty (50)

Old Unit No.	New Unit No.
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SOU 75129	SR 31005
SOU 75142	SR 31006
SOU 75180	SR 31007
SOU 75188	SR 31008
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SOU 75299	SR 31010
SOU 75329	SR 31011
SOU 75359	SR 31012
SOU 75385	SR 31013
SOU 75387	SR 31014
SOU 75445	SR 31015
SOU 75480	SR 31016
SOU 75506	SR 31017
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SOU 75740	SR 31023
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SOU 75809	SR 31025
SOU 75849	SR 31026
SOU 75858	SR 31027
SOU 75863	SR 31028
SOU 75906	SR 31029
SOU 75908	SR 31030
SOU 75921	SR 31031
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SOU 75981	SR 31033
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SOU 76029	SR 31035
SOU 76039	SR 31036
SOU 76057	SR 31037
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SOU 76090	SR 31040
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SOU 76217	SR 31042
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BM 12109	SR 50007
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BM 12115	SR 50012
BM 12116	SR 50013
BM 12119	SR 50014
BM 12121	SR 50071
BM 12123	SR 50015
BM 12124	SR 50016
BM 12125	SR 50017
BM 12126	SR 50018
BM 12127	SR 50019
BM 12128	SR 50020
BM 12129	SR 50021
BM 12130	SR 50022
BM 12131	SR 50023
BM 12132	SR 50024
BM 12133	SR 50025
BM 12136	SR 50026
BM 12137	SR 50027
BM 12138	SR 50028
BM 12141	SR 50029
BM 12142	SR 50030

EXHIBIT A - Continued

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BM 12146	SR 50032
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BM 12149	SR 50034
BM 12150	SR 50035
BM 12151	SR 50036
BM 12152	SR 50037
BM 12153	SR 50038
BM 12154	SR 50039
BM 12155	SR 50040
BM 12158	SR 50041
BM 12160	SR 50042
BM 12161	SR 50072
BM 16162	SR 50043
BM 12163	SR 50044
BM 12165	SR 50045
BM 12166	SR 50046
BM 12168	SR 50047
BM 12170	SR 50048
BM 12171	SR 50049
BM 12173	SR 50050
BM 12174	SR 50051
BM 12175	SR 50052
BM 12176	SR 50053
BM 12177	SR 50054
BM 12178	SR 50055
BM 12179	SR 50056
BM 12180	SR 50057
BM 12181	SR 50058
BM 12182	SR 50059
BM 12184	SR 50060
BM 12185	SR 50061
BM 12186	SR 50062
BM 12188	SR 50063
BM 12189	SR 50064
BM 12190	SR 50065
BM 12192	SR 50066
BM 12197	SR 50067
BM 12198	SR 50068
BM 12199	SR 50069
BM 12200	SR 50070