



BANK OF BOSTON

2-365A060

December 29, 1992

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

RECORDATION NO 16168 FILED 12/30/92

DEC 30 1992-3 03 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

We have enclosed two originals of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Partial Termination of Security Agreement by The First National Bank of Boston and Exhibit A

The primary document to which this is connected is duly recorded under Recordation Number 16168 filed on January 18, 1989 at 10:55 AM.

The secondary document is a Partial Termination of Security Agreement. The names and addresses of the parties to the document are as follows:

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

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document follows:

(31) 4000 C.F. Covered Hopper Railcars; (1) 4427 C.F. Covered Hopper Railcar;
(16) 4600 C.F. or greater Covered Hopper Railcars.

A more complete description of the equipment covered by the document is set forth on the attached Exhibit A to the Partial Termination of Security Agreement..

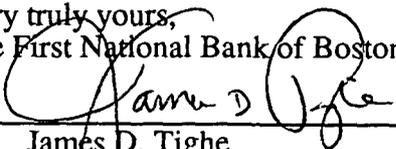
A fee of \$17.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.

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A short summary of the document to appear in the index follows:

"Partial Termination of Security Agreement between The First National Bank of Boston, 100 Federal Street, Boston, MA 02110 (Secured Party) and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111 (Debtor) of the following equipment: (31) 4000 C.F. Covered Hopper Railcars; (1) 4427 C.F. Covered Hopper Railcar; (16) 4600 C.F. or greater Covered Hopper Railcars."

Very truly yours,
The First National Bank of Boston

By: 
James D. Tighe
Vice President

Enclosures: (2) Partial Termination of Security Agreement with Exhibit A

JDT:dlp

Interstate Commerce Commission
Washington, D.C. 20423

1/4/93

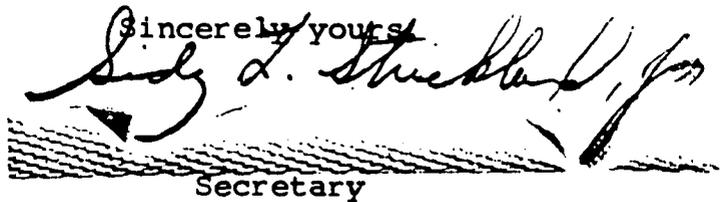
OFFICE OF THE SECRETARY

James D. Tighe
Vice President
The First National Bank Of Boston
100 Federal Street;01 23-05
Boston, Ma. 02110

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 12/30/92 at 3:05pm, and assigned re-
recording number(s). 16168-KK

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

16168-KK
RECORDED TO FILED ICC

DEC 30 1992-3 02 PM

PARTIAL TERMINATION OF INTERSTATE COMMERCE COMMISSION
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of December 21, 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 ~~forty-eight (48) Railcars~~ ^{forty-eight (48) BWW} Railcars 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 Williams

Title: Vice President

EXHIBIT A

- (31) 4000 CUBIC FOOT CAPACITY COVERED HOPPER RAILCARS
 (1) 4427 CUBIC FOOT CAPACITY COVERED HOPPER RAILCAR
 (16) 4600 CUBIC FOOT CAPACITY (OR GREATER) COVERED HOPPER RAILCARS

4000 CUBIC FOOT CAPACITY
 OLD NUMBER RESTENCIL #

 SBD245450 SIRX400075
 SCL240312 SIRX400076
 SBD245727 SIRX400077
 SCL240108 SIRX400078
 SCL240672 SIRX400079
 CSXT246058 SIRX400080
 SBD245286 SIRX400081
 SBD245894 SIRX400082
 SBD245918 SIRX400083
 SBD245877 SIRX400084
 SBD245615 SIRX400085
 CSXT246086 SIRX400086
 CSXT245338 SIRX400087
 SCL240516 SIRX400088
 SBD245586 SIRX400089
 SCL240550 SIRX400090
 SBD245520 SIRX400091
 CSXT245202 SIRX400092
 SCL240115 SIRX400093
 SCL240188 SIRX400094
 SBD245403 SIRX400095
 SCL240260 SIRX400096
 CSXT245292 SIRX400097
 CSXT245726 SIRX400098
 SCL240309 SIRX400099
 SCL240416 SIRX400100
 SBD245304 SIRX400101
 CSXT245341 SIRX400102

4000 CUBIC FOOT CAPACITY (CON'T)
 OLD NUMBER RESTENCIL #

 SBD245624 SIRX400103
 SBD246015 SIRX400104
 CSXT245679 SIRX400105

4427 CUBIC FOOT CAPACITY
 OLD NUMBER RESTENCIL #

 CSXT255557 SIRX442706

4600 OR GREATER CUBIC FOOT CAPACITY
 OLD NUMBER RESTENCIL #

 CSXT256366 SIRX460056
 SBD248628 SIRX460059
 LN241138 SIRX460072
 LN240840 SIRX460073
 SBD247426 SIRX460080
 SBD248721 SIRX460081
 SBD248608 SIRX460082
 CSXT248507 SIRX460083
 LN241341 SIRX460084
 CSXT248682 SIRX460086
 SBD246982 SIRX460087
 LN240780 SIRX460088
 LN205147 SIRX460089
 LN240700 SIRX460092
 CSXT256450 SIRX470016
 SAL35172 SIRX475002