

OSTER

Researching Services

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301-253-6040

3-189A005

July 8, 1993

RECORDATION NO. 16-168-PP FILED 1425

July 8 1993 9-45AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Partial Termination of Security Agreement dated as of July 1, 1993.

Please file this supplemental agreement under ICC Recordation #16168. The filing fee of \$16 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

JUL 8 - 9 42 AM '93
MOTOR OPERATING UNIT

Counterparts - Mary Ann Oster

PP

Interstate Commerce Commission
Washington, D.C. 20423

7/8/93

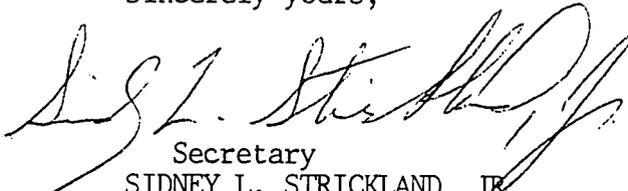
OFFICE OF THE SECRETARY

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD. 21771

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/8/93 at 9:45AM, and assigned recordation number(s). 16168-PP.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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PARTIAL TERMINATION OF SECURITY AGREEMENT

RECORDATION NO. 16168 FILED 1425

JUL 8 1993 9-45AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of July 1, 1993 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 one hundred fifty-four (154) rotary coupled coal cars 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 Banks' 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 Banks, pursuant to due authority, have executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: Leanne F. Chustofni

Title: ASSISTANT VICE PRESIDENT

Date: 7/2/93

JUL 8 9 42 AM '93
NOTICE OF TERMINATION

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 2ND day of July, 1993 before me, personally appeared Lawrence F. Christofori to me personally know, who being by me duly sworn, says that he is a Assistant Vice President and authorized signor 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.

Florence Grose
Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Equipment Description:

One hundred fifty-four (154), 100-ton, 53'1", 4000 cubic foot, rotary coupled coal cars; built by Thrall Car Manufacturing Company in 1968 and 1971.

<u>Old Unit No:</u>	<u>New Unit No:</u>	<u>Old Unit No:</u>	<u>New Unit No:</u>
WEPX 101	HLMX 400	WEPX 175	HLMX 454
WEPX 103	HLMX 401	WEPX 176	HLMX 455
WEPX 104	HLMX 402	WEPX 178	HLMX 456
WEPX 108	HLMX 403	WEPX 181	HLMX 457
WEPX 109	HLMX 404	WEPX 182	HLMX 458
WEPX 110	HLMX 405	WEPX 183	HLMX 459
WEPX 111	HLMX 406	WEPX 184	HLMX 460
WEPX 112	HLMX 407	WEPX 186	HLMX 461
WEPX 113	HLMX 408	WEPX 188	HLMX 463
WEPX 118	HLMX 412	WEPX 191	HLMX 465
WEPX 119	HLMX 413	WEPX 192	HLMX 466
WEPX 120	HLMX 414	WEPX 193	HLMX 467
WEPX 121	HLMX 415	WEPX 194	HLMX 468
WEPX 126	HLMX 418	WEPX 196	HLMX 469
WEPX 129	HLMX 420	WEPX 197	HLMX 470
WEPX 130	HLMX 421	WEPX 200	HLMX 471
WEPX 131	HLMX 422	WEPX 201	HLMX 472
WEPX 132	HLMX 423	WEPX 202	HLMX 473
WEPX 133	HLMX 424	WEPX 206	HLMX 475
WEPX 135	HLMX 425	WEPX 208	HLMX 476
WEPX 136	HLMX 426	WEPX 209	HLMX 477
WEPX 137	HLMX 427	WEPX 212	HLMX 478
WEPX 138	HLMX 428	WEPX 215	HLMX 480
WEPX 140	HLMX 429	WEPX 217	HLMX 482
WEPX 141	HLMX 430	WEPX 218	HLMX 483
WEPX 142	HLMX 431	WEPX 219	HLMX 484
WEPX 143	HLMX 432	WEPX 220	HLMX 485
WEPX 144	HLMX 433	WEPX 221	HLMX 486
WEPX 146	HLMX 435	WEPX 225	HLMX 488
WEPX 150	HLMX 436	WEPX 227	HLMX 490
WEPX 152	HLMX 438	WEPX 228	HLMX 491
WEPX 153	HLMX 439	WEPX 230	HLMX 492
WEPX 157	HLMX 442	WEPX 233	HLMX 494
WEPX 158	HLMX 443	WEPX 235	HLMX 496
WEPX 159	HLMX 444	WEPX 236	HLMX 497
WEPX 160	HLMX 445	WEPX 237	HLMX 498
WEPX 163	HLMX 446	WEPX 240	HLMX 500
WEPX 164	HLMX 447	WEPX 244	HLMX 502
WEPX 167	HLMX 449	WEPX 245	HLMX 503
WEPX 168	HLMX 450	WEPX 250	HLMX 506
WEPX 172	HLMX 452	WEPX 252	HLMX 507
WEPX 173	HLMX 453	WEPX 257	HLMX 509

EXHIBIT A - continued

DESCRIPTION OF EQUIPMENT

<u>Old Unit No:</u>	<u>New Unit No:</u>	<u>Old Unit No:</u>	<u>New Unit No:</u>
WEPX 259	HLMX 510	WEPX 337	HLMX 560
WEPX 260	HLMX 511	WEPX 338	HLMX 561
WEPX 267	HLMX 513	WEPX 339	HLMX 562
WEPX 269	HLMX 514	WEPX 341	HLMX 564
WEPX 270	HLMX 515	WEPX 342	HLMX 565
WEPX 271	HLMX 516	WEPX 343	HLMX 566
WEPX 273	HLMX 517	WEPX 347	HLMX 567
WEPX 275	HLMX 518	WEPX 349	HLMX 569
WEPX 276	HLMX 519	WEPX 350	HLMX 570
WEPX 277	HLMX 520	WEPX 355	HLMX 573
WEPX 278	HLMX 521	WEPX 358	HLMX 574
WEPX 282	HLMX 523	WEPX 360	HLMX 575
WEPX 283	HLMX 524	WEPX 364	HLMX 578
WEPX 284	HLMX 525	WEPX 370	HLMX 579
WEPX 286	HLMX 526	WEPX 371	HLMX 580
WEPX 289	HLMX 527	WEPX 372	HLMX 581
WEPX 290	HLMX 528	WEPX 374	HLMX 582
WEPX 295	HLMX 529	WEPX 405	n/a
WEPX 296	HLMX 530	WEPX 409	n/a
WEPX 297	HLMX 531	WEPX 412	n/a
WEPX 299	HLMX 532	WEPX 416	n/a
WEPX 300	HLMX 533	WEPX 420	n/a
WEPX 302	HLMX 534	WEPX 421	n/a
WEPX 303	HLMX 535	WEPX 422	n/a
WEPX 304	HLMX 536		
WEPX 306	HLMX 538		
WEPX 308	HLMX 539		
WEPX 309	HLMX 540		
WEPX 311	HLMX 541		
WEPX 313	HLMX 542		
WEPX 315	HLMX 543		
WEPX 316	HLMX 544		
WEPX 317	HLMX 545		
WEPX 318	HLMX 546		
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WEPX 328	HLMX 554		
WEPX 331	HLMX 556		
WEPX 333	HLMX 557		
WEPX 334	HLMX 558		
WEPX 336	HLMX 559		