



BANK OF BOSTON

September 9, 1993

16168
SEP 10 1993 - 3:00 PM
INTERSTATE COMMERCE COMMISSION

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

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:

(4) 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..

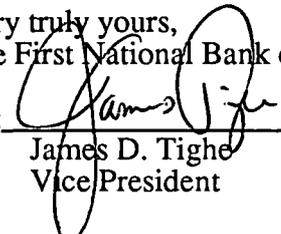
A fee of \$16.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.

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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: (4) 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

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PARTIAL TERMINATION OF SECURITY AGREEMENT

SEP 10 1993 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of August 23, 1993 by The First National Bank of Boston, a national banking association (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns four (4) covered hopper 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 Agent upon the terms and conditions provided in that certain Security Agreement, dated as of December 11, 1992 between Helm and the Agent, as amended (the "Security Agreement"), and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 18038 filed on December 11, 1992 at 10:00 AM.

Helm is planning to sell the Units to a third party as permitted by Section 5(c) of the Security Agreement and desires to clear any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Agent 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 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 Agent 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 Agent, 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: Barbara Wilson
Title: Vice President
Date: 8/24/93

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Equipment Description:

Four (4) 4,600 cubic foot capacity (or greater) covered hopper railcars.

Old Unit Number:

New Unit Number:

SAL 35209
SAL 35221
SCL 835151
SBD 248726

SIRX 472501
SIRX 462502
SIRX 472503
SIRX 460192