

#15

OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 16168-S FILED 1991

JUL 24 1991 -9 35 AM

INTERSTATE COMMERCE COMMISSION

1-205A001

JUL 24 9 35 AM '91

July 24, 1991

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

Dear Ms. Lee:

Enclosed is a Partial Termination of Security Agreement dated July 24, 1991.

This agreement terminates various locomotives which are listed on Exhibit A. Please file this agreement as ICC Recordation #16168-S.

The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterparts - Mary Ann Oster

Interstate Commerce Commission
Washington, D.C. 20423

7/24/91

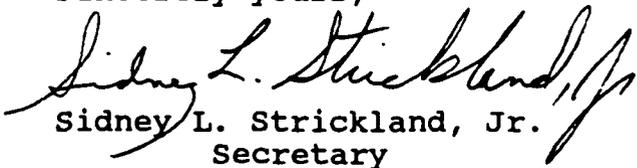
OFFICE OF THE SECRETARY

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 7/24/91 at 9:35AM, and assigned recordation number(s). 16168-S.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 16168-5 FILED 1437

JUL 24 1991 -9 35 AM

PARTIAL TERMINATION OF SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of July 24, 1991, 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 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 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 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 Bank'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 WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

ATTEST:
Name: _____
Title: _____

THE FIRST NATIONAL BANK OF BOSTON
By:
Title: _____

[CORPORATE SEAL]

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Numbers</u>	
		<u>Old</u>	<u>New</u>
GP 40 CLC locomotives	2	3116	Amtrak 654
		3117	655