

0100545007

**OSTER**  
**Researching Services**  
12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

*Counterparts - Mary A. Oster*

March 2, 1995

RECORDATION NO. 16168-PPP  
MAR 2 1995 9:43 AM  
INTERSTATE COMMERCE COMMISSION

Mr. Vernon Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Attached is a Partial Termination of Security Agreement dated 2/24/95 which releases the following railroad equipment from the Security Agreement dated 1/17/89 in favor of First National Bank of Boston, ICC Recordation #16168:

145, 3850 cf Open-top Hoppers  
See Exhibit A for Car Numbers

Please file this supplemental agreement as ICC Recordation #16168-PPP. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*  
Mary Ann Oster  
Research Consultant

Attachments

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 2 9 43 AM '95  
LICENSING BRANCH



Washington, D.C. 20423-0001

Office Of The Secretary

3/2/95

Mary Ann Oster  
Oster Researching Services  
12897 Colonial Dr.  
Mt. Airy, Md. 21771

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 3/2/95 at 9:45AM, and assigned recordation number(s). 16168-PPP.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100545007)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 1668-PPP FILED 1995

PARTIAL TERMINATION OF SECURITY AGREEMENT

MAR 2 1995 10 10 AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") made as of February 24, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), 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, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns one hundred forty-five (145) 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 has sold or 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 Banks' 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.

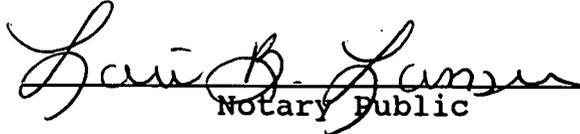
IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON, as Agent

By: [Signature]  
Title: VICE PRESIDENT  
Date: 2/28/95

COMMONWEALTH OF MASSACHUSETTS )  
 )S  
COUNTY OF SUFFOLK )

On this 28 day of February, 1995 before me, personally appeared Dexter Freeman, to me personally know, who being by me duly sworn, says that he 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

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LORI B. LANGER  
Notary Public  
My Commission Expires Feb. 24, 2000



EXHIBIT A

To the Partial Termination of Security Agreement dated February 24, 1995.

Description of Equipment:

One hundred forty-five (145), 3,850 cubic foot, 100-ton rapid discharge open top hopper railcars, built by Ortner in 1978, 1980 or 1981.

Reporting Mark: QLMX

Unit Numbers:

78004, 78007, 78056, 78066, 78070, 78072, 78074, 78075, 78078, 78079, 78081,  
78088, 78106, 78110, 78114, 78115, 78128, 78130, 78134, 78135, 78136, 78139,  
78141, 78147, 78148, 78155, 78156, 78157, 78160, 78174, 78177, 78179, 78181,  
78183, 78186, 78191, 78193, 78194, 78201, 78205, 78206, 78209, 78213, 78215,  
78217, 78218, 78223, 78224, 78225, 78226, 78229, 80231, 80233, 80234, 80237,  
80241, 80246, 80251, 80254, 80259, 80260, 80262, 80267, 80268, 80271, 80274,  
80277, 80284, 80288, 80289, 80291, 80299, 80301, 80304, 80311, 80319, 80326,  
80327, 80337, 80342, 80347, 80354, 80364, 80365, 80367, 80368, 80371, 80374,  
80375, 80376, 80380, 80386, 80387, 80388, 80389, 80390, 80393, 80395, 80398,  
80399, 80400, 80401, 80402, 80403, 80406, 80408, 80409, 80412, 80416, 80420,  
80423, 80427, 80429, 80430, 80431, 80434, 80436, 80437, 80438, 80440, 80442,  
80443, 80444, 80445, 80450, 80451, 80452, 80454, 80457, 80458, 80459, 81460,  
81462, 81465, 81466, 81468, 81470, 81471, 81473, 81474, 81477, 81480, 81482,  
81483, 81486.