0100582025

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

Counterparts — Mary Ann Oster

April 4, 1995

RECORDATION NO. 16168-SSS FILED 1495
APR 4 1995 11 00 AM
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH
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RECEIVED
OFFICE OF THE
SECRETARY

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

Dear Mr. Williams:

Enclosed for filing with the Interstate Commerce Commission is a Partial Termination of Security Agreement dated 4/3/95 which terminates the following units from lien:

9, EMD SD40-2 3000 HP Locomotives
DME 6359-6364; 6384; 6386; 6387

Please file this agreement as a secondary document to ICC Recordation #16168. The filing fee of $21 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

RECORDATION NO. 16168-SSS

APR 4 1995

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of April 3, 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 nine (9) SD40-2 locomotives 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 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 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: _____

Title: VICE PRESIDENT

Date: 8/31/95

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COMMONWEALTH OF MASSACHUSETTS)
)§
COUNTY OF SUFFOLK)

On this 31st day of March, 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.

Florence Grose
Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

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EXHIBIT A

Description of Equipment:

Nine (9), EMD Model, SD40-2, 3000 horsepower, diesel electric, six axle locomotives.

Unit Numbers:

DME 6359
DME 6360
DME 6361
DME 6362
DME 6363
DME 6364
DME 6384
DME 6386
DME 6387

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