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Mary P. Sclawy
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Grand Trunk Western Railroad - Central Vermont Railway - Duluth, Winnipeg & Pacific Railroad

16171-A
REGISTRATION BY

SEP 23 1992 9 02 AM

September 21, 1992

INTERSTATE COMMERCE COMMISSION

SEP 23 9 04 AM '92
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D.C. 20423

\$16.00 Filing fee

Dear Secretary:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of an agreement releasing security in certain locomotives, dated as of September 10, 1992, releasing security in equipment granted in a security agreement dated as of December 22, 1988, and assigned Recordation No. 16171.

This one
is -
16171-A

The parties to this present agreement releasing security are:

Secured Party: NBD Bank, successor to
National Bank of Detroit
Woodward at Fort
Detroit, MI 48232

Debtor: Helm Locomotive Leasing
One Embarcadero Center
San Francisco, CA 94111

The equipment released from the security agreement is four locomotives, numbered GT 5930, 5933, 5936 and 5937.

ENTER IN INDEX - "RELEASE OF GT 5930, 5933, 5936 + 5937"

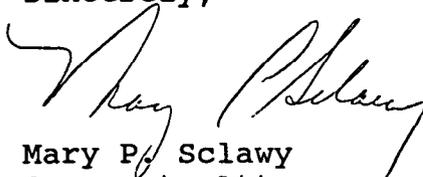
Enclosed is our check No. 1239 in the amount of \$16.00.

Counterparts -
G.W. Harwood

ICC
September 21, 1992
Page -2-

Please accept one counterpart of this document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the person presenting this matter for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy
Corporate Attorney
Grand Trunk Western R.R. Co.

MPS:val
Enclosure

ICC.DOC

16171-A
RECORDED BY 16171-A
SEP 23 1992 10 52 AM

INTERSTATE COMMERCE COMMISSION

**AGREEMENT RELEASING SECURITY
IN CERTAIN LOCOMOTIVES**

THIS AGREEMENT RELEASING SECURITY ("Agreement") is made as of September 10, 1992 between **HELM LOCOMOTIVE LEASING**, a joint venture (the "**Company**") of Helm Equipment Leasing Corporation and Domestic Three Leasing Corporation, and **NBD BANK**, formerly National Bank of Detroit (the "**Bank**").

The Company and the Bank wish to release certain locomotives as collateral from a security agreement ("**Security Agreement**"), dated as of December 22, 1988, given by the Company in favor of the Bank. This Security Agreement was filed with the Interstate Commerce Commission on January 24, 1989 under ICC Recordation Number 16171.

Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement), as amended, and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Delete from the Collateral (as defined in the security granting clause of the Security Agreement) four (4), General Motors SD40-2, 3000 horsepower, diesel electric locomotives bearing the reporting numbers GT 5930, 5933, 5936 and 5937.

For HELM LOCOMOTIVE LEASING

NBD BANK

HELM EQUIPMENT LEASING
CORPORATION, one of its
Joint Venturers

By: *David R. Ellis*

By: *Paul R. Wade*

Title: Executive Vice President

Title: FIRST VICE PRESIDENT

Date: September 10, 1992

Date: September 18, 1992

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 10th day of September, 1992, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of HELM EQUIPMENT LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dr. Ronda A. Gaines
Notary Public

My Commission Expires: June 9, 1995

[Notarial Seal]



STATE OF Michigan)
) S
COUNTY OF Wayne)

On this 18th day of September, 1992, before me personally appeared Richard R. Wade, to me personally known, who, being by me duly sworn, says that such person is FIRST VICE PRESIDENT of NBD BANK, that said instrument was signed and sealed on behalf of said corporation and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen M. Wilson
Notary Public
KAREN M. WILSON
Notary Public, Wayne County, Michigan
My Commission Expires August 17, 1994

My Commission Expires: _____

[Notarial Seal]