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September 24, 1993

3-267A006

Recordation No. 16171-C

RECORDED BY 16171-C FILED IN

SEP 24 1993 - 10 43 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of Helm Locomotive Leasing, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Agreement Releasing Security in Certain Locomotives, in the nature of a partial release ("Release").

The parties to the enclosed Release are:

NBD Bank, formerly National Bank of Detroit 3rd Floor International Division 611 Woodward Avenue Detroit, MI 48226	-	RELEASING PARTY
Helm Locomotive Leasing c/o Helm Financial Corporation Suite 3500 One Embarcadero Center San Francisco, CA 94111	-	DEBTOR

RECEIVED
OFFICE OF THE
SECRETARY
SEP 24 10 38 AM '93
LICENSING BRANCH

The said Release relates only to those two locomotives identified by numbers GT 5931 and GT 5932 and is only a release of all right, title and interest in the said locomotives by NBD Bank in, to and under that certain Security Agreement dated as of December 22, 1993 filed and recorded with the Interstate Commerce Commission under Recordation No. 16171 and the Release should be recorded under the next available letter under Recordation No. 16171, which we believe is - .

The equipment covered by the enclosed Release is ONLY the two locomotives as identified in the Release.

A short summary of the Release to appear in the ICC Index is as follows:

"Release ONLY of locomotives GT 5931 and GT 5932"

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

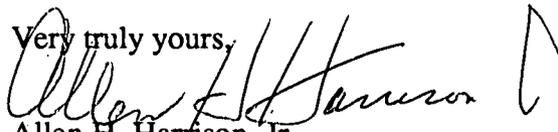
Handwritten signature: Cleary

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Mr. Strickland, Jr.
September __, 1993
Page 2

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for Helm Locomotive Leasing
for the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

8346-020

Interstate Commerce Commission
Washington, D.C. 20423

9/24/93

OFFICE OF THE SECRETARY

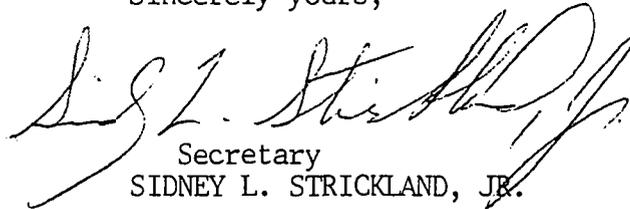
Allen H Harrison, Jr.

Donelan, Cleary Wood & Maser
1275 K St N.W. Suite 850
Washington, D.C. 20005

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 9/24/93 at 10:45 am, and assigned
recordation number(s). 16171-C

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

9/24/93

16171-C

SEP 24 1993 - 10 45 AM

AGREEMENT RELEASING SECURITY
IN CERTAIN LOCOMOTIVES

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT RELEASING SECURITY ("Agreement") is made as of September 20, 1993 between HELM LOCOMOTIVE LEASING, a joint venture of Helm Equipment Leasing Corporation and Domestic Three Leasing Corporation (the "Company"), 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.

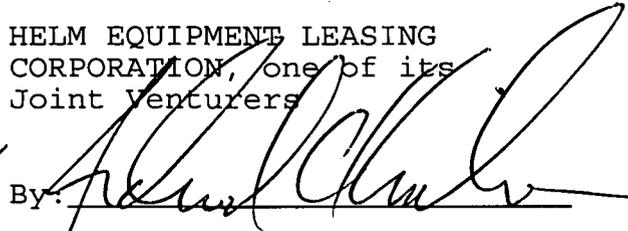
Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement), as amended, and for good and valuable consideration granted by each party to the other, the parties agree as follows:

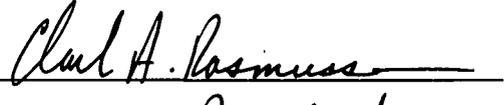
Delete from the Collateral (as defined in the security granting clause of the Security Agreement) two (2), General Motors SD40-2, 3000 horsepower, diesel electric locomotives bearing the reporting marks and numbers GT 5931 and GT 5932.

For HELM LOCOMOTIVE LEASING

NBD BANK

HELM EQUIPMENT LEASING
CORPORATION, one of its
Joint Venturers

BY: 

By: 

Title: President

Title: Vice President

Date: September 20, 1993

Date: 9-23-93

