

RECORDED NO 7415-C FEB 11 1992

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PARTIAL TERMINATION OF INTERSTATE COMMERCE COMMISSION SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of Feb 3, 1992, by The First National Bank of Boston, a national banking association, as Trustee (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm plans to purchase and subsequently sell fifty six (56) pressure differential covered hopper railcars 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, as amended (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 plans to purchase and subsequently plans to sell the Units to a third party as permitted by Section 5(c) of 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.

THE FIRST NATIONAL BANK OF BOSTON

By: [Signature]

Title: Division Executive

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton, 3,000 cubic foot capacity pressure differential covered hopper cars manufactured by North American Car Corporation in 1974 - 1975.	56	CRIX 1566 - 1591 1593 - 1622