

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

August 31, 1990

Honorable Noretta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

RECORDATION NO. 15764-0-254A012
FILED 1425

SEP 11 1990 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of the First National Bank of Louisville, I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of October 12, 1990 which should be included as part of the filing recorded on August 8, 1988 at 9:50 a.m., Recordation No. 15764-A as the next available recordation number being 15764-E.

The executing party to enclosed Partial Termination is:

The First National Bank of Louisville - Secured Party
P. O. Box 36000
Louisville, Kentucky 40233

The Termination, among other things, terminates the security interest of the Secured party in the Units listed in Exhibit A to the Termination.

The equipment covered is listed in the Termination.

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

"Partial Termination of Security Interest."

15 Enclosed is a check in the amount of ^{FIFTEEN} thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

KMR:dll
enclosures

PARTIAL TERMINATION OF SECURITY AGREEMENT

SEP 11 1990 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of August 31, 1990, by The First National Bank of Louisville, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns one hundred (100) open top rapid discharge coal railcars bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units") which Units are subject to a Lease of Railroad Equipment dated July 13, 1988, as amended, between Tampa Electric Company ("Lessee") and Helm (the "Lessor"). Helm has granted a security interest in the Units referenced in Exhibit A (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Memorandum of Non-Recourse Note and Security Agreement, dated as of August 8, 1988, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 15764-A filed on October 12, 1988 at 9:50 a.m.

Helm is planning to substitute equipment for the Units as permitted by the Security Agreement. 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's 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's 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.

ATTEST:

THE FIRST NATIONAL BANK OF LOUISVILLE

Name: Dennis K. Hurst
Title: Asst. Secretary

BY: [Signature]
Title: Vice President

[CORPORATE SEAL]

STATE OF KENTUCKY)
)§
COUNTY OF Jefferson)

On this 31st day of August, 1990 before me, personally appeared Mary L. Scott to me personally know, who being by me dully sworn, says that he is a Vice President of The First National Bank of Louisville, 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:
February 16, 1993

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton, roller bearing, 3,418 cubic foot, three pocket, open top coal hopper cars remanufactured by Bethlehem Steel in 1988	100	HLMX 5003
		5004
		5005
		5007
		5008
		5011
		5012
		5013
		5014
		5015
		5016
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5061		
5063		
5064		
5065		
5069		
5073		
5075		
5076		
5078		
5081		
5085		

EXHIBIT A
(contintued...)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton, roller bearing,	100	5087
3,418 cubic foot, three		5091
pocket, open top coal hopper		5094
cars manufactured by		5095
Bethlehem Steel in 1988		5098
		5099
		5101
		5103
		5105
		5106
		5111
		10001
		10002
		10003
		10005
		10006
		10008
		10014
		10015
		10033
		10038
		10039
		10040
		10042
		10045
		10047
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		10065
		10069
		10070
		10071
		10073
		10075
		10078
		10080
		10081
		10082
		10084

EXHIBIT A
(contintued...)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
100 ton, roller bearing,	100	10085
3,418 cubic foot, three		10086
pocket, open top coal hopper		10087
cars manufactured by		10096
Bethlehem Steel in 1988		10118
		10120
		10121
		10124