

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 16556 -A
FILED 1196

NOV 22 1994 -2 10 PM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

November 21, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Termination of Non-Recourse Note and Security Agreement dated October 31, 1994 ("**Termination Notice**") by **National City Bank, Kentucky**, a national banking association ("**Secured Party**"), as successor by name change to First National Bank of Louisville, for the benefit of **Helm Financial Corporation** ("**Debtor**").

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed originals of the Termination Notice by Secured Party for the benefit of Debtor.

In connection with the recording of the Termination Notice, please note the following information:

Name and Address of Debtor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Equipment: 100, open top coal hopper railcars described in Exhibit A to the Termination Notice.

Previous ICC Filing: The Non-Recourse and Security Agreement dated September 1, 1989 between the Secured Party and Debtor was filed on October 4, 1989 under Recordation No. 16556.

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Please file the Termination Notice as a supplementary document and return three (3) endorsed originals to my attention. The filing fee of \$21.00 is included in the enclosed check number 19931, dated 11/11/94.

Sincerely,



Cecilia Mostaghim
Contract Administrator

cm
Enclosures (4)

RECORDATION NO. 16556-A FILED 11/22/94
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INTERSTATE COMMERCE COMMISSION

TERMINATION OF NON-RECOURSE NOTE
AND SECURITY AGREEMENT

THIS TERMINATION OF NON-RECOURSE NOTE AND SECURITY AGREEMENT ("Termination") is made as of October 31, 1994 by NATIONAL CITY BANK, KENTUCKY, a national banking association (the "Secured Party"), as successor by name change to First National Bank of Louisville, for the benefit of HELM FINANCIAL CORPORATION, a California corporation (the "Debtor").

1. Recitals.

- A. Secured Party and Debtor entered into a Non-Recourse Note and Security Agreement dated as of September 1, 1989 pursuant to which the Secured Party acquired a security interest in the one hundred (100) open to coal hopper railcars described in Exhibit A to Termination (the "Units"). The Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 16556 filed on October 4, 1989 at 9:50 AM.
- B. The lien on the Units described in Exhibit A has been released by the Secured Party and the Secured Party claims no security interest in said Units.

2. Termination of Security Interest.

The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

IN WITNESS THEREOF, the Secured Party, pursuant to due authority, has executed this Termination on the date indicated belows its signature.

NATIONAL CITY BANK, KENTUCKY

By: [Signature]
Title: VP
Date: 11/21/94

EXHIBIT A

To the Termination of Non-Recourse Note and Security Agreement dated as of October 31, 1994 by National City Bank, Kentucky for the benefit of Helm Financial Corporation

Equipment Description:

One hundred (100), 3422 cubic foot, 100-ton capacity, roller bearing, three-pocket, open top coal hopper railcars; remanufactured by Bethlehem Steel in 1988.

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
HLMX 5003	HLMX 5048	HLMX 5099	HLMX 10053
HLMX 5004	HLMX 5050	HLMX 5101	HLMX 10054
HLMX 5005	HLMX 5051	HLMX 5103	HLMX 10056
HLMX 5007	HLMX 5053	HLMX 5105	HLMX 10060
HLMX 5008	HLMX 5054	HLMX 5106	HLMX 10061
HLMX 5011	HLMX 5055	HLMX 5111	HLMX 10062
HLMX 5012	HLMX 5058	HLMX 10001	HLMX 10065
HLMX 5013	HLMX 5059	HLMX 10002	HLMX 10069
HLMX 5014	HLMX 5060	HLMX 10003	HLMX 10070
HLMX 5015	HLMX 5061	HLMX 10005	HLMX 10071
HLMX 5016	HLMX 5063	HLMX 10006	HLMX 10073
HLMX 5018	HLMX 5064	HLMX 10009	HLMX 10075
HLMX 5019	HLMX 5065	HLMX 10014	HLMX 10078
HLMX 5022	HLMX 5069	HLMX 10015	HLMX 10080
HLMX 5023	HLMX 5073	HLMX 10033	HLMX 10081
HLMX 5024	HLMX 5075	HLMX 10038	HLMX 10082
HLMX 5027	HLMX 5076	HLMX 10039	HLMX 10084
HLMX 5028	HLMX 5078	HLMX 10040	HLMX 10085
HLMX 5033	HLMX 5081	HLMX 10042	HLMX 10086
HLMX 5036	HLMX 5085	HLMX 10045	HLMX 10087
HLMX 5041	HLMX 5087	HLMX 10047	HLMX 10096
HLMX 5042	HLMX 5091	HLMX 10048	HLMX 10118
HLMX 5043	HLMX 5094	HLMX 10050	HLMX 10120
HLMX 5045	HLMX 5095	HLMX 10051	HLMX 10121
HLMX 5047	HLMX 5098	HLMX 10052	HLMX 10124