



BANK OF BOSTON

April 13, 1993

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

RECORDATION NO. 16168-00 FILED 1486

APR 16 1993 3:15 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

We have enclosed two originals of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Partial Termination of Security Agreement by The First National Bank of Boston and Exhibit A

The primary document to which this is connected is duly recorded under Recordation Number 16168 filed on January 18, 1989 at 10:55 AM.

The secondary document is a Partial Termination of Security Agreement. The names and addresses of the parties to the document are as follows:

Secured Party: The First National Bank of Boston
100 Federal Street
Boston, MA 02110

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document follows:

- (1) 4000 C.F. Covered Hopper Rail Cars;
- (11) 4600 C.F. or greater Covered Hopper Railcars.

A more complete description of the equipment covered by the document is set forth on the attached Exhibit A to the Partial Termination of Security Agreement..

A fee of \$16.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.

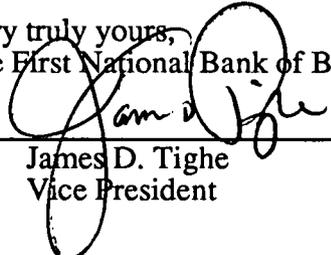


Page Two
April 13, 1993

A short summary of the document to appear in the index follows:

"Partial Termination of Security Agreement between The First National Bank of Boston, 100 Federal Street, Boston, MA 02110 (Secured Party) and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111 (Debtor) of the following equipment: (1) 4000 C.F. Covered Hopper Railcars; (11) 4600 C.F. or greater Covered Hopper Railcars."

Very truly yours,
The First National Bank of Boston

By: 
James D. Tighe
Vice President

Enclosures: (2) Partial Termination of Security Agreement with Exhibit A

JDT:dlp

Interstate Commerce Commission
Washington, D.C. 20423

4/19/93

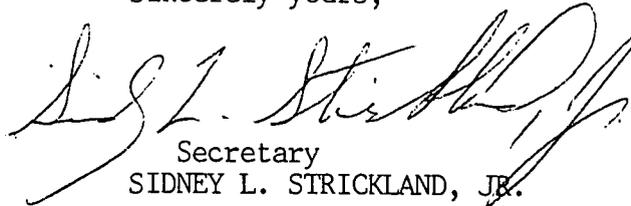
OFFICE OF THE SECRETARY

James D. Tighe
Vice President
The First National Bank Of Boston
100 Federal Street 01-23-05
Boston, MA. 02110

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 **4/16/93** at **3:15pm**, and assigned recordation number(s). **16168-00, 18040-E & 18040-F**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/16/93

APR 16 1993 3:15 PM

PARTIAL TERMINATION OF SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT dated as of March 8, 1993 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns twelve (12) covered hopper railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral") to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement dated as of January 17, 1989 between Helm and the Agent (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 is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Agent'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 Agent'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 Banks' 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 THEREOF, the Banks, pursuant to due authority, have executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON, as Agent

By: Michael T. Kelly
Title: DIVISION EXECUTIVE
Date: 4/9/93

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Description:

One (1), 4,000 cubic foot capacity covered hopper railcars.

Unit Number:

SIRX 400115

Description:

Eleven (11) 4,600 cubic foot capacity (or greater) covered hopper railcars.

Unit Number:

SIRX 460097
SIRX 460100
SIRX 460128
SIRX 470092
SIRX 470095
SIRX 470166
SIRX 470165
SIRX 475003
SIRX 475008
SIRX 475012
SIRX 480005