

RECORDATION NO. 16661-F FILED

ALVORD AND ALVORD
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FEB 1 '01 12-30 PM
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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Full Release and Termination of Security Agreement, dated as of January 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release and relates to the Lease, Assignment of Lease and other documents which were previously filed with the Commission under Recordation Number 16661.

The names and addresses of the parties to the enclosed document are:

Secured Party: First Union National Bank
(successor in interest to
The Philadelphia National Bank)
Two First Union Center
Charlotte, NC 28288

[Borrower: Helm Financial Corporation]

A description of the railroad equipment covered by the enclosed schedule is:

All railroad equipment previously covered by the Lease, Security Agreement and documents related thereto

Mr. Vernon A. Williams
February 1, 2001
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A short summary of the document to appear in the index follows:

Full Release by First Union National Bank (successor in interest to the Philadelphia National Bank), Secured Party, covering All railroad equipment previously covered by the Lease, Security Agreement and documents related thereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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**FULL RELEASE AND TERMINATION
OF
SECURITY AGREEMENT UNDER RECORDATION NO. 16661**
SURFACE TRANSPORTATION BOARD

THIS FULL RELEASE AND TERMINATION is made as of this 1st day of January, 2001, by The Philadelphia National Bank ("Lender").

WHEREAS, Lender, as secured party, and Helm Financial Corporation ("Helm"), as debtor, entered into that certain Memorandum of Security Agreement dated as of December 21, 1989, recorded on December 21, 1989, with the Surface Transportation Board (the successor to the Interstate Commerce Commission) under Recordation Number 16661;

WHEREAS, Helm and the Union Pacific Railroad Company ("UP") entered into that certain Memorandum of Lease of Railroad Equipment dated as of February 2, 1989, recorded on December 21, 1989 with the Surface Transportation Board under Recordation Number 16661-A;

WHEREAS, Lender and Helm entered into that certain Assignment of Lease recorded on December 21, 1989, with the Surface Transportation Board under Recordation Number 16661-B;

WHEREAS, Helm and UP entered into that certain Amendment to Memorandum of Lease of Railroad Equipment dated as of December 21, 1989, recorded on February 19, 1990, with the Surface Transportation Board under Recordation Number 16661-C;

WHEREAS, Lender and Helm entered into that certain Supplement to Security Agreement dated as of February 5, 1990, recorded on February 19, 1990, with the Surface Transportation Board under Recordation Number 16661-D;

WHEREAS, Lender and Helm entered into that certain Supplement to Assignment of Lease dated as of February 5, 1990, recorded on February 19, 1990 with the Surface Transportation Board under Recordation Number 16661-E;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Lender hereby terminates, releases and discharges the aforesaid documents and all of its interest in and to all agreements and all railroad equipment covered by the aforesaid documents.

IN WITNESS WHEREOF, Lender has executed this Full Release and Termination as of the day, month and year first hereinabove written.

THE PHILADELPHIA NATIONAL BANK

By: Jane W. Workman

Name: JANE W. WORKMAN
SENIOR VICE PRESIDENT

Title: _____

*First Union National Bank as successor
to ComState Bank, N.A. as successor
to The Philadelphia National Bank*

STATE OF North Carolina)

) S.S.

COUNTY OF Mecklenburg)

On January 30, 2001, before me, SUSAN B. Fossett, personally appeared, JAVE WORKMAN, SR Vice President of THE PHILADELPHIA NATIONAL BANK,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be

the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Susan B Fossett
SIGNATURE OF THE NOTARY

Expiration - April 16, 2005

[Notarial Seal]