

RECORDATION NO. 23168-A FILED

NOV 15 '00 12:41 PM

SURFACE TRANSPORTATION BOARD

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

November 15, 2000

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 five (5) copies of a Partial Termination of Revolving Credit and Security Agreement, dated November 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 23168.

The name and address of the party to the enclosed document are:

Secured Party: Fleet Financial
100 Federal Street
Boston, MA 02110

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

Twenty (20) GP40-2 locomotives within the series CN 9408 - CN 9665

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

Partial Termination of Revolving Credit and Security Agreement
for the benefit of Helm Financial covering twenty (20) GP40-2
locomotives within the series CN 9408 - CN 9665.

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Mr. Vernon A. Williams
November 15, 2000
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Also enclosed is a check in the amount of \$26.00 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,



Robert W. Alvord

RWA/anm
Enclosures

PARTIAL TERMINATION OF
REVOLVING CREDIT
AND SECURITY AGREEMENT

NOV 15 '00

12:41 PM

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of November 9, 2000, by FLEET NATIONAL BANK, a national banking association ("Fleet Bank"), for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm Financial").

1. **Recitals.** Helm Financial owns the twenty (20) locomotives bearing the Association of American Railroad reporting marks and numbers as described in Exhibit A attached hereto (the "Unit(s)"). Helm Financial has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to Fleet Bank upon the terms and conditions provided in that certain Security Agreement dated as of October 18, 2000 between Helm Financial and Fleet Bank (the "Security Agreement"), and filed at the Surface Transportation Board of the Department of Transportation ("STB") under Recordation No. 23168.

Helm Financial intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of Fleet Bank. Pursuant to the terms granted under the Security Agreement, Helm Financial requests Fleet Bank's consent to such sale of the Units and requests Fleet Bank to terminate its security interest in the Units.

2. **Termination of Security Interest.** Fleet Bank hereby consents to the sale of the Units by Helm Financial and Fleet Bank hereby terminates any and all security interests in the Units granted to it under the Credit Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of Fleet Bank's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Fleet Bank's interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, Fleet Bank has executed this Partial Termination of Credit Agreement as of the date first above written.

FLEET NATIONAL BANK, as Agent

By: 

Print Name: Robert S. Allen

Its: Group Manager

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STATE OF MASSACHUSETTS)
) S.S.
COUNTY OF Suffolk)

On November 10, 2000, before me, Carya Suffredini,
personally appeared Robert S. Allen, Branch Manager of
FLEET NATIONAL BANK

X 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.

C. Suffredini
SIGNATURE OF THE NOTARY
Commission expires 11/27/03

[Notarial Seal]

EXHIBIT A

Description of the Units: Twenty (20), GP40-2 locomotives.

<u>Unit Number:</u>	<u>Location:</u>
CN 9408	Chatanooga, TN
CN 9412	Harrisburg, PA
CN 9432	Chatanooga, TN
CN 9458	Chatanooga, TN
CN 9466	Harrisburg, PA
CN 9470	Harrisburg, PA
CN 9471	Harrisburg, PA
CN 9472	Harrisburg, PA
CN 9632	Harrisburg, PA
CN 9641	Harrisburg, PA
CN 9642	Harrisburg, PA
CN 9644	Harrisburg, PA
CN 9652	Harrisburg, PA
CN 9653	Harrisburg, PA
CN 9655	Chatanooga, TN
CN 9656	Chatanooga, TN
CN 9657	Chatanooga, TN
CN 9660	Harrisburg, PA
CN 9664	Harrisburg, PA
CN 9665	Chatanooga, TN

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