

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 23168-H FILED

VIA UPS 2-DAY AIR

January 30, 2001

FEB 7 '01 9-43 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for filing with the Surface Transportation Board are four (4) originals of a Partial Termination. In connection with the recording of this Partial Termination, please note the following information:

Previous STB Filing: Security Agreement in connection with that certain **Revolving Credit and Term Loan Agreement** dated as of October 18, 2000, under Recordation No. **23168**, filed at the Surface Transportation Board of the Department of Transportation on October 18, 2000 at 2:43 p.m.

Secured Party:

Fleet National Bank
100 Federal Street
Boston, MA 02110

Debtors: (collectively)

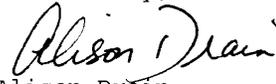
Helm Holding Corporation
Helm Financial Corporation
Helm Locomotive Leasing Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

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

Partial Termination dated January 17, 2001 of the Security Agreement in connection with that certain Revolving Credit and Term Loan Agreement dated October 18, 2000 between Fleet National Bank as Secured Party and Helm (collectively) as Debtors terminating **fifteen (15)** railcars within the series **HLMX 4103-4178 (ni)**.

Please file this Partial Termination as a secondary document and return **three (3)** STB stamped originals to me. If you have any questions, you may reach me at (415) 398-4510, ext. 338.

Yours truly,


Alison Drain
Document Administrator

/ad
enclosures (4)



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

On January 23, 2001, before me, Caryn S. Fedina,
personally appeared Robert S. Allen, Group Manager of
FLEET 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.

Caryn S. Fedina
SIGNATURE OF THE NOTARY
Commission expires: 11/27/03

[Notarial Seal]

CM

EXHIBIT A

to the
Partial Termination of Security Agreement
dated as of January 17, 2001

The Units: Fifteen (15), 100-ton (263K), 2,980 cubic foot capacity, 2-pocket covered hopper railcars equipped with four 30" round hatches (centered) and single 13"x42" outlet gates. Built by ACF in 1979.

Unit Numbers:

1. HLMX 4103
2. HLMX 4107
3. HLMX 4113
4. HLMX 4130
5. HLMX 4132
6. HLMX 4137
7. HLMX 4141
8. HLMX 4148
9. HLMX 4151
10. HLMX 4155
11. HLMX 4163
12. HLMX 4164
13. HLMX 4169
14. HLMX 4173
15. HLMX 4178

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