

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

RECORDATION NO. 22356-B FILED

February 5, 2001

FEB 8 '01 10-18 AM

TS
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 the above referenced 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 August 25, 1999, under Recordation No. 22356, filed at the Surface Transportation Board of the Department of Transportation on August 26, 2000.

Secured Party:

Fleet National Bank
100 Federal Street
Boston, MA 02110

Debtor:

Helm-Pacific Leasing
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

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

Partial Termination dated December 22, 2000 of the Security Agreement in connection with that certain Revolving Credit and Term Loan Agreement dated August 25, 1999, between Fleet National Bank as Secured Party and Helm-Pacific as Debtor terminating two (2) railcars with the mark MP and the numbers 706670 and 706766.

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

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

On February 1, 2001, before me, Carya Suffredini,
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.

Carya Suffredini
SIGNATURE OF THE NOTARY
Commission expires: 11/27/03

[Notarial Seal]

EXHIBIT A

to the
Partial Termination of Security Agreement
dated as of December 22, 2000

The "Units"

Description of the Units:

Two (2) covered hopper railcars.

Mark & Numbers:

MP 706670

MP 706766