

RECORDATION NO. 23168-0 FILED

APR 18 '01 13-34 PM

SURFACE TRANSPORTATION BOARD

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

April 18, 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 four (4) copies of a Partial Termination of Security Agreement, dated as of April 10, 2001, 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 National Bank
100 Federal Street
Boston, MA 02110

[Debtors: Helm Holding Corporation
Helm Financial Corporation
Helm Locomotive Leasing Corporation]

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

10 covered hopper railcars within the series HLMX 4110 -HLMX 4179
4 locomotives HATX 751, TFM 1505 (formerly HATX 753), TFM 1510
(formerly HATX 923) and HLCX 6402

Mr. Vernon Williams
April 18, 2001
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A short summary of the document to appear in the index follows:

Partial Termination of Security Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of April 10, 2001, by FLEET NATIONAL BANK, a national banking association ("Fleet") as the Agent for the Lenders (as defined in the Credit Agreement described below), for the benefit of HELM HOLDING CORPORATION, a California corporation, HELM FINANCIAL CORPORATION, a California corporation and HELM LOCOMOTIVE LEASING CORPORATION, a California corporation (collectively, "Helm").

1. Recitals. Helm owns the rail equipment bearing the Association of American Railroad reporting mark and numbers as described in 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 Fleet upon the terms and conditions provided in that certain Security Agreement dated as of October 18, 2000, between Helm and Fleet (the "Security Agreement") as filed with the Surface Transportation Board of the Department of Transportation ("STB") on October 18, 2000 at 2:43 P.M. under Recordation No. 23168. The Security Agreement was executed in connection with that certain Revolving Credit and Term Loan Agreement dated as of October 18, 2000, among the Borrowers, Lenders and Agent as defined therein (the "Credit Agreement").

Helm intends to sell the Unit(s) to a third party and desires that such sale shall be free and clear of any lien or security interest of Fleet. Helm requests Fleet's consent to such sale of the Unit(s) and requests Fleet to terminate its lien and security interest in the Unit(s).

2. Consent & Partial Termination. Fleet hereby consents to the sale of the Unit(s) by Helm. Fleet hereby forever terminates any and all liens and security interests in the Unit(s) granted to it under the Security Agreement. Such liens and security interests in the Unit(s) shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of Fleet's right, title and interest in and to the Unit(s) shall be null and void.

This Partial Termination shall have no effect on Fleet's lien and security interest in any other Collateral other than the Unit(s) and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, Fleet has executed this Partial Termination of Security 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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SURFACE TRANSPORTATION BOARD

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

On April 10, 2001, before me, Carya S. Fitzgerald,
personally appeared Robert S. Allen, Group 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.

[Signature]
(SIGNATURE OF THE NOTARY
Commission expires 11/27/05

[Notarial Seal]

EXHIBIT A

to the
Partial Termination of Security Agreement
dated as of April 10, 2001

THE UNIT(S)

Equipment Description:

Ten (10), 2,980 cubic foot, 100-ton capacity at 263,000 GRL, roller bearing, 2-pocket, covered hopper railcars equipped with 30" round hatches (centered) and single 13" x 42" gravity outlet gates with 12'0" gate centers; built by ACF Industries in 1979.

Mark and Number:

1. HLMX 4110
2. HLMX 4114
3. HLMX 4115
4. HLMX 4128
5. HLMX 4133
6. HLMX 4144
7. HLMX 4159
8. HLMX 4161
9. HLMX 4170
10. HLMX 4179

Equipment Description:

Four (4), EMD 300 horsepower, SD40-2 locomotives.

Marks and Numbers:

1. HATX 751
2. TFM 1505 (formerly HATX 753)
3. TFM 1510 (formerly HATX 923)
4. HLCX 6402