

RECORDATION NO. 23168-LL FILED

ALVORD AND ALVORD  
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DEC 28 '01 4-51 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 28, 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 two (2) copies of a Partial Termination of Security interest, dated as of December 21, 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

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

Twenty-Two (22) bi-level autoracks numbered 45040 through 45062, excluding 45060, on flatcars with TTGX rail marks shown in Schedule A attached hereto.

Mr. Vernon A. Williams  
December 28, 2001  
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A short summary of the document to appear in the index follows:

Partial Termination of Security interest

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

EXHIBIT A

to the  
Partial Termination of Security Agreement  
dated as of December 21, 2001

**Description of the Units:**

Twenty-two (22), bi-level autoracks built in 1986 by Thrall Car Manufacturing Company; recertified in 1994.

<u>Rack Number</u>	<u>Reporting Marks &amp; Numbers for Flatcar</u>
45040	TTGX 255057
45041	TTGX 253912
45042	TTGX 254991
45043	TTGX 977244
45044	TTGX 255973
45045	TTGX 254909
45046	TTGX 254942
45047	TTGX 254910
45048	TTGX 255963
45049	TTGX 977024
45050	TTGX 255945
45051	TTGX 977073
45052	TTGX 256160
45053	TTGX 255975
45054	TTGX 253924
45055	TTGX 255937
45056	TTGX 255917
45057	TTGX 254085
45058	TTGX 254947
45059	TTGX 254646
45061	TTGX 255850
45062	TTGX 255005

CM

PARTIAL TERMINATION OF SECURITY AGREEMENT

DEC 28 '01 4-51 PM

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of December 21, 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 "Units"). 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 Units 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 Units and requests Fleet to terminate its lien and security interest in the Units.

2. **Consent & Partial Termination.** Fleet hereby consents to the sale of the Units by Helm. Fleet hereby forever terminates any and all liens and security interests in the Units granted to it under the Security Agreement. Such liens and security interests in the Units 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 Units 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 Units 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: Michael K. Manzo

Print Name: Michael K. Manzo

Its: Fleet National Bank

OMM

STATE OF MASSACHUSETTS )  
 ) S.S.  
COUNTY OF SUFFOLK )

On 12/26, 2007, before me, ELLEN F. HICKEY,  
personally appeared MICHAEL K. MANZO, ASSOCIATE 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.

Ellen F. Hickey  
SIGNATURE OF THE NOTARY

[Notarial Seal]

*My Commission Expires 9/12/2008*

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45055	TTGX 255937
45056	TTGX 255917
45057	TTGX 254085
45058	TTGX 254947
45059	TTGX 254646
45061	TTGX 255850
45062	TTGX 255005

*cm*