

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 6, 2002

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

RECORDATION NO. **23168-MM**

MAR 18 '02 3-20 PM

TS
SURFACE TRANSPORTATION BOARD

RE: **PARTIAL TERMINATION OF SECURITY AGREEMENT IN CONNECTION WITH THAT CERTAIN REVOLVING CREDIT AND TERM LOAN AGREEMENT ("Partial Termination")**, dated as of December 31, 2001, by **FLEET NATIONAL BANK ("Fleet")**, as Secured Party, 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**") as Debtors.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed originals of the above referenced Partial Termination.

In connection with the recording of this Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Fleet: Fleet National Bank
Transportation Division
100 Federal Street
Boston, MA 02110

Equipment: 24, XM boxcars: HLMX 50029-50043 n.i.; UP361502-361576 n.i.; MP265930, 265982, 266058-266077 n.i., 266136, and 16, XP boxcars: MILW 4744-4761 n.i.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 23168 filed on October 18, 2000 at 2:43 p.m. The filing fee of \$28.00 is enclosed.

Summary: Partial Termination of Security Agreement dated as of December 31, 2001, by Fleet National Bank, a national banking association ("**Fleet**") as the Agent for the Lenders, as defined in the Credit Agreement, for the benefit of Helm Holding Corporation, a California corporation, Helm Financial Corporation, a California corporation (collectively, "**Helm**"), for forty (40) boxcars, HLMX 50029-50043 n.i., UP361502-361576 n.i., MP265930, 265982, 266058-266077 n.i., 266136, and MILW 4744-4761 n.i., to be filed as a supplemental agreement to STB Recordation No. 23168.

Yours truly,

C Mostaghim

Cecilia Mostaghim
Contract Administrator

/cm
Enclosures (4)



HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA DHL

RECORDATION NO. 23168-MM FILED

March 15, 2002

MAR 18 02 3-20 PM

Ms. Taledia Stokes
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

RE: Revised cover letter dated March 6, 2002 addressed to Mr. Vernon Williams with regard to the PARTIAL TERMINATION OF SECURITY AGREEMENT IN CONNECTION WITH THAT CERTAIN REVOLVING CREDIT AND TERM LOAN AGREEMENT ("Partial Termination"), dated as of December 31, 2001, by FLEET NATIONAL BANK ("Fleet"), as Secured Party, 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") as Debtors.

Dear Ms. Stokes:

In response to our conversation this morning enclosed is the revised cover letter mentioned above. Also, I noticed a typo in the Exhibit A to the Partial Termination and changed car number MILW 4774 to 4744. I have enclosed with this letter four (4) corrected copies of such Exhibit A to replace the ones currently attached to the Partial Termination that have the incorrect car number MILW 4774.

I appreciate your calling me and thank you for your assistance.

Yours truly,

Ceci

Cecilia Mostaghim
Contract Administrator
(415) 398-2478 ext. 339

/cm
Enclosures (4)



HELM FINANCIAL CORPORATION

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

March 6, 2002

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



RE: PARTIAL TERMINATION OF SECURITY AGREEMENT IN CONNECTION WITH THAT CERTAIN REVOLVING CREDIT AND TERM LOAN AGREEMENT ("Partial Termination"), dated as of December 31, 2001, by FLEET NATIONAL BANK ("Fleet"), as Secured Party, 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") as Debtors.

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:

Equipment: Twenty-four (24) XM boxcars and sixteen (16) XP boxcars each as more fully described in Exhibit A attached to the Partial Termination.

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.

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

Partial Termination dated as of December 31, 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 as Debtors terminating twenty-four XM boxcars with the mark and number HLMX 50035, 50029, 50030, 50031, 50032, 50033, 50036, 50037, 50038, 50039, 50040, 50043; UP 361502, 361518, 361541, 361562, 361576; MP 265930, 265982, 266058, 266062, 266074, 266077, 266136; and sixteen (16) XP boxcars with the mark and number MILW 4774, 4746, 4747, 4748, 4750, 4751, 4752, 4753, 4754, 4755, 4756, 4757, 4758, 4759, 4760, 4761.

Please file this Termination as a supplementary document to Recordation 23168 and return three (3) STB stamped original copies to me. Check no. 47716 in the amount of \$28.00 is enclosed as payment for the filing fee. If you have any question, please call me at (415) 398-4510, ext. 339.

Yours truly,

Cecilia Mostaghim
Contract Administrator

/cm
Enclosures (4)

RECORDATION NO. 23168-MM FILED

MAR 18 '02 3-20 PM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of December 31, 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: _____

Print Name: Paul Fetoney, Jr.

Its: Managing Director

RECORDATION NO. 23168-MM FILED

MAR 18 '02 3-20 PM

SURFACE TRANSPORTATION BOARD

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

On Feb. 13, 2002, 2002, before me, ELLEN F. HICKEY,
personally appeared PAUL FELONBY, JR., MANAGING-DIRECTOR 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

EXHIBIT A

**to the
Partial Termination of Security Agreement
dated as of December 31, 2001**

Description of the Units: Twenty-four (24), 60' XM boxcars with 16' width plug doors.

Reporting Marks:

1. HLMX 50035
2. HLMX 50029
3. HLMX 50030
4. HLMX 50031
5. HLMX 50032
6. HLMX 50033
7. HLMX 50036
8. HLMX 50037
9. HLMX 50038
10. HLMX 50039
11. HLMX 50040
12. HLMX 50043
13. UP 361502
14. UP 361518
15. UP 361541
16. UP 361562
17. UP 361576
18. MP 265930
19. MP 265982
20. MP 266058
21. MP 266062
22. MP 266074
23. MP 266077
24. MP 266136

Description of Units: Sixteen (16), 70-ton, roller bearing 86'6" XP cushioned boxcars equipped with plug doors.

1. MILW 4744
2. MILW 4746
3. MILW 4747
4. MILW 4748
5. MILW 4750
6. MILW 4751
7. MILW 4752
8. MILW 4753
9. MILW 4754
10. MILW 4755
11. MILW 4756
12. MILW 4757
13. MILW 4758
14. MILW 4759
15. MILW 4760
16. MILW 4761