

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4511

February 25, 2005

RECORDATION NO. 23633-1 FILED

MAR 01 '05 2:54 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RE: Partial Termination of Security Agreement dated as of December 15, 2004 ("**Partial Termination**"), by Bank of America, N.A. ("**Bank of America**") (successor to Fleet National Bank, N.A., the successor to Bank Boston, N.A.), as the Agent for the Lenders, as defined in the Credit Agreement, for the benefit of Helm-Pacific Leasing ("**Helm-Pacific**")

Dear Mr. Williams:

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

Three (3) fully-executed originals of the above-referenced Partial Termination.

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

Name and Address of Helm: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

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

Equipment: 21 Gondola Railcars (DRGW 56392,56371, 56465; MKT 16341, 16201; SP 337624, 337696, 337722, 337848, 227849, 337860, 337881, 337913, 337959, 337975, 338225, 228267, 338340, 340561, 340594 and 340622)

Please record this Partial Termination as a supplemental agreement to STB Recordation No. **23633** filed on August 31, 2001. The filing fee of \$32.00 is included in our enclosed check.

Summary:

Partial Termination of Security Agreement dated as of December 15, 2004, by Bank of America, N.A. ("**Bank of America**") (the successor to Fleet National Bank, N.A., the successor to Bank Boston, N.A.), as the Agent for the Lenders, as defined in the Credit Agreement, for the benefit of Helm-Pacific Leasing for 21 gondola railcars; DRGW 56392,56371, 56465; MKT 16341, 16201; SP 337624, 337696, 337722, 337848, 227849, 337860, 337881, 337913, 337959, 337975, 338225, 228267, 338340, 340561, 340594 and 340622, to be filed as a supplemental agreement to STB Recordation No. 23633.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

\svf
Enclosures (3)

RECORDATION NO. 23633-D FILED

MAR 01 '05 2-54 PM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of December 15, 2004, by **BANK OF AMERICA, N.A. ("Bank of America")** (the successor to Fleet National Bank, N.A., the successor to Bank Boston, N.A.), as the Agent for the Lenders (as defined in the Credit Agreement described below), for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Helm-Pacific**").

1. Recitals. Helm-Pacific owns the rail equipment bearing the Association of American Railroad reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). Helm-Pacific 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 August 31, 2001, between Helm-Pacific and Bank of America (the "**Security Agreement**") as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on August 31, 2001 under Recordation No. 23633. The Security Agreement was executed in connection with that certain Revolving Credit and Term Loan Agreement dated as of August 31, 2001, as may be amended from time to time, among the Borrowers, Lenders and Agent as defined therein (the "**Credit Agreement**").

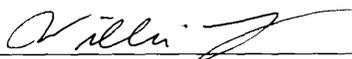
Helm-Pacific intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of Bank of America. Helm-Pacific requests Bank of America's consent to such sale of the Units and requests Bank of America to terminate its lien and security interest in the Units.

2. Consent & Partial Termination. Bank of America hereby consents to the sale of the Units by Helm-Pacific. Bank of America 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 Bank of America's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Bank of America'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, Bank of America executed this Partial Termination of Security Agreement as of the date first above written.

BANK OF AMERICA, N.A., as Agent

By: 

Print Name: **WILLIAM LATHAM**
Director

Its: _____

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

On January 7, 2005, before me, ELLEN F. HICKEY, personally appeared
WILLIAM LATHAM, DIRECTOR of BANK OF AMERICA, N.A.

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.

Ellen F. Hickey
SIGNATURE OF THE NOTARY

[Notarial Seal]



ELLEN F. HICKEY
Notary Public
Commonwealth of Massachusetts
My Commission Expires
Sept 12, 2008

EXHIBIT A

To the **PARTIAL TERMINATION OF SECURITY AGREEMENT** dated as of **December 15, 2004**

THE UNITS

Description of Units: Twenty-one (21) gondolas.

Unit Numbers:

DRGW	56392
DRGW	56371
DRGW	56465
MKT	16341
MKT	16201
SP	337624
SP	337696
SP	337722
SP	337848
SP	337849
SP	337860
SP	337881
SP	337913
SP	337959
SP	337975
SP	338225
SP	338267
SP	338340
SP	340561
SP	340594
SP	340622