

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

**Via USPS Priority Mail**

June 23, 2005

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

RECORDATION NO. 25033-P FILED

JUN 27 '05

3-57 PM

SURFACE TRANSPORTATION BOARD



**RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of June 20, 2005, and is made by **BANK OF AMERICA, N.A. ("B of A")**, as the Collateral Agent (the "**Collateral Agent**") for the Secured Parties, 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**").

Dear Mr. Williams:

On behalf of Helm, 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 original copies of the above referenced Partial Termination.

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

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

Name and Address for B of A: Bank of America  
100 Federal Street  
Mail Stop: MA5-100-09-07  
Boston, MA 02110

Equipment: One (1), GP40-2 Locomotive: HATX 504

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25033 filed on July 2, 2004 at 9:33 a.m. Helm's check covering the \$33.00 filing fee is enclosed.

**Summary:** **Partial Termination** dated May 23, 2005 made by **BANK OF AMERICA, N.A.**, as the Collateral Agent for the Secured Parties, for the benefit of **HELM HOLDING CORPORATION**, a California corporation, **HELM FINANCIAL CORPORATION**, a California corporation, and **HELM LOCOMOTIVE LEASING CORPORATION**, a California corporation, for the one (1) GP40-2 Locomotive: HATX 504, to be filed as a supplemental agreement to STB Recordation No. 25033.

Yours truly,

Cecilia Mostaghim  
Contract Administrator

/cm  
Enclosures (4)



June 22, 2005



Helm Financial Corporation  
Cecilia Mosaghim  
1 Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Dear Cecilia,

Enclosed you will find four original copies of the Partial Termination of Security Interest dated June 20, 2005, releasing the security interest in the GP40-2 Locomotive. Please be sure to return to the bank a copy of the STB endorsed partial termination and a copy of the evidence of sale.

If you have any questions please feel free to call.

Regards,

A handwritten signature in black ink that reads "Michael Langmeyer". The signature is fluid and cursive.

Michael Langmeyer  
Agency Management  
Bank of America

Enclosures (4)

cc: William Latham  
Matthew Correia



Official Sponsor

**PARTIAL TERMINATION OF  
SECURITY INTEREST**

**THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** is dated as of June 20, 2005, and is made by **BANK OF AMERICA, N.A. ("Bank of America")**, as the Collateral Agent (the "**Collateral Agent**") for the Secured Parties (as defined in the GCIA 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 Railroads reporting mark and number as described in Exhibit A attached hereto (the "**Unit**"). Helm has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 2, 2004, between Helm and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on July 2, 2004 at 9:33 a.m. under Recordation No. 25033. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "**GCIA**") dated as of July 2, 2004, among Helm, the Collateral Agent, Bank of America, as TLB/RC Agent (as defined therein) and Bank of America, as TLC Agent (as defined therein).

Helm intends to sell the Unit to a third party (the "**Sale**") and desires that such sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, Helm requests the Collateral Agent to terminate its lien and security interest in the Unit.

2. **Representation.** Helm hereby represents and warrants to the Collateral Agent and the other Secured Parties that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Unit granted to it under the Memorandum and the GCIA, and all such liens and security interests in the Unit shall be forever terminated, and shall be null and void, upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Unit, and said lien and security interest in such other Collateral are hereby reaffirmed.

**IN WITNESS WHEREOF**, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

**BANK OF AMERICA, N.A., as Collateral Agent**

By:                     *T. Farley*                      
Print Name:                     *THOMAS FARLEY*                      
Its:                     *S.V.P.*                    

RECORDATION NO. 25033 P FILED

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SURFACE TRANSPORTATION BOARD

*CMA*

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

On JUNE 22<sup>nd</sup>, 2005, before me, ELLEN F. HICKEY, personally appeared  
THOMAS FARLEY, SENIOR VICE PRESIDENT of BANK OF AMERICA, N.A.

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

AM

**EXHIBIT A**

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of **June 20, 2005**

**Description of the Unit:** GP40-2 Locomotive

**Reporting Marks:** HATX 504

*cm*