

RECORDATION NO. 25033-Q FILED

JUL 08 '05

3-15 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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July 8, 2005

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 Notice of Termination of Security Agreement, dated as of July 8, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Guarantee and Collateral and Intercreditor Agreement previously filed with the Board under Recordation Number 25033.

The names and addresses of the party to the enclosed document are:

Collateral Agent

For Secured Parties: Bank of America, N.A.
100 Federal Street
Boston, Massachusetts 02110

[Loan Party: Helm Holding Corporation
One Embarcadero Center
San Francisco, California 94111]

[Loan Party: Helm Financial Corporation
337 - 22nd Avenue South
San Francisco, California 94111]

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[Loan Party: Helm Locomotive Leasing Corporation
337 – 22nd Avenue South
San Francisco, California 94111]

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

All rolling stock **NOW OWNED AND HEREAFTER ACQUIRED** by the
Loan Parties – all released.

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

Notice of Termination of Security Agreement.

Also enclosed is a check in the amount of \$33.00 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

RECORDATION NO. 25033-9 FILED

JUL 08 '05

3:16 PM

SURFACE TRANSPORTATION BOARD



July 8, 2005

United States Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: Helm Holding Corporation

Ladies and Gentlemen:

This letter will confirm that the Security Agreement filed with the Surface Transportation Board on July 2, 2004 under recordation number 25033 has been terminated and the security interest thereunder has been released.

Very truly yours,

BANK OF AMERICA, N.A.

By: 
Name: Andrew Gunter
Title: Vice President

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STATE OF MA)
COUNTY OF SUFFOLK) SS

On this 8th day of July, 2005, before me personally appeared ANDREW BUNTON to me personally known, who being by me duly sworn, say that he is VICE PRESIDENT of BANK OF AMERICA, N.A., that said Letter was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Letter was the free act and deed of said corporation.

Ellen F. Hickey
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires: 9/12/2008



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

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/8/05



Robert W. Alvord