

# HELM-PACIFIC LEASING

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RECORDATION NO. 25782-R  
FILED OCTOBER 28, 2013 08:00 AM  
SURFACE TRANSPORTATION BOARD

## STB E-File

October 25, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423-0001

**RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of October 25, 2013 and made by **UNION BANK OF CALIFORNIA, N.A. ("UBC")**, both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of August 15, 2005 for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Helm**").

Dear Section Chief:

On behalf of Helm, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed original copy 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-Pacific Leasing  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

**Name and Address for UBC:** Union Bank  
Northern California Commercial Banking Division  
350 California Street, 10<sup>th</sup> Floor  
San Francisco, CA 94104

**Equipment:** 29 mill gondola railcars: DRGW 310736-340354 n.i.; CNW 350360-350495 n.i.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25782 filed on August 19, 2005 at 3:21 p.m. Please apply the STB's filing fee to Helm's account.

**Summary: PARTIAL TERMINATION OF SECURITY INTEREST**

Yours truly,



Cecilia Mostaghim

Enclosure

**PARTIAL TERMINATION OF SECURITY INTEREST**

**THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** is dated as of October 25, 2013, and is made by **UNION BANK OF CALIFORNIA, N.A. ("UBC")**, both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of August 15, 2005 for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**HPL**").

1. **Recitals.** HPL owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HPL has granted to UBC a security interest in substantially all of its assets now owned or hereafter acquired (the "**Collateral**"), upon the terms and conditions provided in that certain Memorandum of Loan and Security Agreement dated as of August 15, 2005, between the HPL and UBC (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on August 19, 2005 at 3:21 p.m. under Recordation No. 25782. The Memorandum was executed in connection with that certain Loan and Security Agreement dated as of August 15, 2005 between HPL and UBC ("**Security Agreement**").

HPL intends to sell the Units to a third party (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of UBC. Accordingly, HPL requests UBC to terminate the lien and security interest in the Units created by the Memorandum.

2. **Representation.** HPL hereby represents and warrants to UBC that the Sale and the application of the proceeds thereof comply with the terms of the Security Agreement.

3. **Partial Release and Termination.** UBC hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum. All such liens and security interests in the Units 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, UBC.

This Partial Termination shall have no effect on UBC's lien and security interest in any 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, UBC has executed this Partial Termination of Security Interest as of the date first above written.

**UNION BANK OF CALIFORNIA,**  
**as Lender and Administrative Agent**

By:   
Print Name: Kevin Sullivan  
Its: Senior Vice President, Growth Strategies



**EXHIBIT A**

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of October 25, 2013

**THE UNITS**

**Description of the Units:** Twenty-nine (29), 52'6" mill gondola railcars.\*

Qty	Initial	Number	Cube	Tare	Built	Gross Rail Load
1	DRGW	310736	2494	70300	2/1/1981	263000
2	DRGW	330008	2494	70200	10/1/1980	263000
3	DRGW	330045	2494	70200	11/1/1980	263000
4	DRGW	330121	2494	70800	11/1/1980	263000
5	DRGW	330404	2494	70500	1/1/1981	263000
6	DRGW	330419	2494	70700	1/1/1981	263000
7	DRGW	330441	2494	80000	1/1/1981	263000
8	DRGW	340050	2494	79800	12/1/1980	263000
9	DRGW	340354	2494	69900	2/1/1981	263000
10	CNW	350360	2494	70300	2/1/1981	263000
11	CNW	350366	2494	69300	12/1/1980	263000
12	CNW	350369	2494	70100	1/1/1981	263000
13	CNW	350371	2494	56000	1/1/1981	263000
14	CNW	350373	2494	63700	1/1/1981	263000
15	CNW	350382	2494	69900	1/1/1981	263000
16	CNW	350399	2494	70200	1/1/1981	263000
17	CNW	350414	2494	70400	2/1/1981	263000
18	CNW	350416	2494	70100	1/1/1981	263000
19	CNW	350417	2494	70600	12/1/1980	263000
20	CNW	350424	2494	70800	11/1/1980	263000
21	CNW	350439	2494	70600	12/1/1980	263000
22	CNW	350442	2494	59800	11/1/1980	263000
23	CNW	350458	2494	69500	1/1/1981	263000
24	CNW	350462	2494	70900	1/1/1981	263000
25	CNW	350472	2494	71000	12/1/1980	263000
26	CNW	350473	2494	70900	12/1/1980	263000
27	CNW	350476	2494	70800	1/1/1981	263000
28	CNW	350488	2494	71100	1/1/1981	263000
29	CNW	350495	2494	70600	12/1/1980	263000

\* Sold to Mid-Am Equipment, Inc.