

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
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STB E-File

April 4, 2014

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 March 20, 2014, and made by **CREDIT SUISSE AG, Cayman Islands Branch ("Credit Suisse")**, as Collateral Agent ("**Collateral Agent**") for the Secured Parties, for the benefit of **LONG HAUL HOLDING II CORP.**, a Delaware corporation ("**Holdings**") and **HELM FINANCIAL CORPORATION**, a California corporation ("**Borrower**") (Borrower, and together with Holdings, the "**Loan Parties**").

Dear Section Chief:

On behalf of Helm Financial Corporation ("**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 Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Credit Suisse: Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

Description of Equipment: SD40-2 Locomotives: CP 5902, HLCX 6217; Covered Hoppers: PAL 851031, PAL 851032; Mill Gondolas: RTIX 310017-350479 n.i.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 29800 filed on June 1, 2011 at 8:00 a.m. Please apply the STB's filing fee to Helm's account.

Summary to appear in the index: Partial Termination of Security Interest

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

**PARTIAL TERMINATION OF
SECURITY INTEREST**

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of March 20, 2014, and is made by **CREDIT SUISSE AG, Cayman Islands Branch ("Credit Suisse")**, as Collateral Agent ("**Collateral Agent**") for the Secured Parties (as defined in the GCA described below), for the benefit of **LONG HAUL HOLDING II CORP.**, a Delaware corporation ("**Holdings**") and **HELM FINANCIAL CORPORATION**, a California corporation ("**Borrower**") (Borrower, and together with Holdings, the "**Loan Parties**").

1. **Recitals.** Borrower owns the rail equipment bearing the Association of American Railroads reporting mark and numbers as described in Exhibit A attached hereto (the "**Units**"). Borrower 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 Agreement dated as of June 1, 2011, between the Loan Parties and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on June 1, 2011 at 8:00 a.m. under Recordation No. 29800. The Memorandum was executed in connection with that certain Guarantee and Collateral Agreement (the "**GCA**") dated as of June 1, 2011, among the Loan Parties and the Collateral Agent.

Borrower intends to sell the Units to third parties (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, Borrower requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCA.

2. **Representation.** Borrower hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCA.

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCA. 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, 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 Units, and said lien and security interest in such other Collateral is 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.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent.

By: 

Name: Bill O'Daly

Title: Authorized Signatory

By: 

Name: Michael D'Onofrio

Title: Authorized Signatory

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On this 20th day of March, 2014, before me personally appeared Bill O'Daly, to me personally known, who being by me duly sworn, says that he is Authorized Signatory of **CREDIT SUISSE AG, Cayman Islands Branch**, that said Partial Termination of Security Interest was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Partial Termination of Security Agreement was the free act and deed of said corporation.

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2015



NOTARY PUBLIC

[NOTARIAL SEAL]

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On this 20th day of March, 2014, before me personally appeared Michael D'Onofrio, to me personally known, who being by me duly sworn, says that he is Authorized Signatory of **CREDIT SUISSE AG, Cayman Islands Branch**, that said Partial Termination of Security Interest was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Partial Termination of Security Agreement was the free act and deed of said corporation.

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2015



NOTARY PUBLIC

[NOTARIAL SEAL]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of March 20, 2014

	Mark	Number	Type	Sold To
1	PAL	851031	Covered Hopper	Harsco Minerals International
2	PAL	851032	Covered Hopper	Harsco Minerals International
3	CP	5902	SD40-2 Locomotive	Windriver Grain, LLC
4	HLCX	6217	SD40-2 Locomotive	Independent Locomotive Service, Inc.
5	RTIX	310017	Mill Gondola	ArcelorMittal Burns Harbor
6	RTIX	310079	Mill Gondola	ArcelorMittal Burns Harbor
7	RTIX	310257	Mill Gondola	ArcelorMittal Burns Harbor
8	RTIX	310608	Mill Gondola	ArcelorMittal Burns Harbor
9	RTIX	310658	Mill Gondola	ArcelorMittal Burns Harbor
10	RTIX	310992	Mill Gondola	ArcelorMittal Burns Harbor
11	RTIX	320040	Mill Gondola	ArcelorMittal Burns Harbor
12	RTIX	320046	Mill Gondola	ArcelorMittal Burns Harbor
13	RTIX	320054	Mill Gondola	ArcelorMittal Burns Harbor
14	RTIX	320065	Mill Gondola	ArcelorMittal Burns Harbor
15	RTIX	320200	Mill Gondola	ArcelorMittal Burns Harbor
16	RTIX	320256	Mill Gondola	ArcelorMittal Burns Harbor
17	RTIX	320311	Mill Gondola	ArcelorMittal Burns Harbor
18	RTIX	320317	Mill Gondola	ArcelorMittal Burns Harbor
19	RTIX	320318	Mill Gondola	ArcelorMittal Burns Harbor
20	RTIX	320348	Mill Gondola	ArcelorMittal Burns Harbor
21	RTIX	330063	Mill Gondola	ArcelorMittal Burns Harbor
22	RTIX	330124	Mill Gondola	ArcelorMittal Burns Harbor
23	RTIX	330162	Mill Gondola	ArcelorMittal Burns Harbor
24	RTIX	330171	Mill Gondola	ArcelorMittal Burns Harbor
25	RTIX	330172	Mill Gondola	ArcelorMittal Burns Harbor
26	RTIX	330174	Mill Gondola	ArcelorMittal Burns Harbor
27	RTIX	330210	Mill Gondola	ArcelorMittal Burns Harbor
28	RTIX	330275	Mill Gondola	ArcelorMittal Burns Harbor
29	RTIX	330363	Mill Gondola	ArcelorMittal Burns Harbor
30	RTIX	330412	Mill Gondola	ArcelorMittal Burns Harbor
31	RTIX	330490	Mill Gondola	ArcelorMittal Burns Harbor
32	RTIX	340017	Mill Gondola	ArcelorMittal Burns Harbor
33	RTIX	340057	Mill Gondola	ArcelorMittal Burns Harbor
34	RTIX	340091	Mill Gondola	ArcelorMittal Burns Harbor
35	RTIX	340103	Mill Gondola	ArcelorMittal Burns Harbor
36	RTIX	340130	Mill Gondola	ArcelorMittal Burns Harbor
37	RTIX	340264	Mill Gondola	ArcelorMittal Burns Harbor
38	RTIX	340374	Mill Gondola	ArcelorMittal Burns Harbor
39	RTIX	340404	Mill Gondola	ArcelorMittal Burns Harbor
40	RTIX	350385	Mill Gondola	ArcelorMittal Burns Harbor
41	RTIX	350389	Mill Gondola	ArcelorMittal Burns Harbor
42	RTIX	350403	Mill Gondola	ArcelorMittal Burns Harbor
43	RTIX	350409	Mill Gondola	ArcelorMittal Burns Harbor
44	RTIX	350412	Mill Gondola	ArcelorMittal Burns Harbor
45	RTIX	350418	Mill Gondola	ArcelorMittal Burns Harbor
46	RTIX	350420	Mill Gondola	ArcelorMittal Burns Harbor
47	RTIX	350423	Mill Gondola	ArcelorMittal Burns Harbor
48	RTIX	350446	Mill Gondola	ArcelorMittal Burns Harbor
49	RTIX	350459	Mill Gondola	ArcelorMittal Burns Harbor
50	RTIX	350461	Mill Gondola	ArcelorMittal Burns Harbor
51	RTIX	350465	Mill Gondola	ArcelorMittal Burns Harbor
52	RTIX	350467	Mill Gondola	ArcelorMittal Burns Harbor
53	RTIX	350470	Mill Gondola	ArcelorMittal Burns Harbor
54	RTIX	350479	Mill Gondola	ArcelorMittal Burns Harbor