

# HELM-PACIFIC LEASING

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RECORDATION NO. 25782-S  
FILED DECEMBER 10, 2014 05:55 PM  
SURFACE TRANSPORTATION BOARD

## STB E-File

December 10, 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 December 10, 2014 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  
c/o First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018

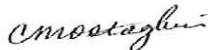
**Name and Address for UBC:** Union Bank  
Northern California Commercial Banking Division  
350 California Street, 10<sup>th</sup> Floor  
San Francisco, CA 94104

**Equipment:** 24 gondola railcars: HPJX 910091-950492, not inclusive.

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** dated as of December 10, 2014 made by **UNION BANK OF CALIFORNIA, N.A.**, 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 as it pertains to the 24 gondola railcars: HPJX 910091-950492, not inclusive.

Yours truly,



Cecilia Mostaghim

Enclosure

PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of December 10, 2014 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 December 10, 2014

THE UNITS

Description of Units: 52'6" interior length, 5' side height, 9'6" interior width, 100-ton gondola railcars

	Mark	Number
1	HPJX	910091
2	HPJX	910351
3	HPJX	910524
4	HPJX	910848
5	HPJX	910874
6	HPJX	910921
7	HPJX	920044
8	HPJX	920072
9	HPJX	920222
10	HPJX	930337
11	HPJX	930497
12	HPJX	940349
13	HPJX	940357
14	HPJX	950100
15	HPJX	950228
16	HPJX	950241
17	HPJX	950312
18	HPJX	950374
19	HPJX	950392
20	HPJX	950398
21	HPJX	950408
22	HPJX	950419
23	HPJX	950483
24	HPJX	950492

\* Sold to National Salvage & Services, Inc.