

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.himx.com

STB E-File

January 8, 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 January 6, 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

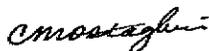
Name and Address for Credit Suisse: Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

Description of Equipment: 72, SD40-2 locomotives within series HLCX 6208-8180 n.i. (see Exhibit A attached), and 4 Covered Hopper railcars marked FURX 816142, NYDX 823903, PAL 851031 and PAL 851032.

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

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of January 6, 2014

THE UNITS

	Prior Mark - New Mark	Type	Sold To
1	HLCX 6208 - NS 3521	SD40-2	NS 80
2	HLCX 6210 - NS 3522	SD40-2	NS 80
3	HLCX 6213 - NS 3505	SD40-2	NS 80
4	HLCX 6215 - NS 3506	SD40-2	NS 80
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14	HLCX 6299 - NS 3526	SD40-2	NS 80
15	HLCX 6794 - NS 3510	SD40-2	NS 80
16	HLCX 6844 - NS 3519	SD40-2	NS 80
17	HLCX 6847 - NS 3520	SD40-2	NS 80
18	HLCX 7006 - NS 3511	SD40-2	NS 80
19	HLCX 7010 - NS 3512	SD40-2	NS 80
20	HLCX 7016 - NS 3513	SD40-2	NS 80
21	HLCX 7022 - NS 3514	SD40-2	NS 80
22	HLCX 7027 - NS 3515	SD40-2	NS 80
23	HLCX 7063 - NS 3516	SD40-2	NS 80
24	HLCX 7065 - NS 3517	SD40-2	NS 80
25	HLCX 7071 - NS 3518	SD40-2	NS 80
26	HLCX 7149 - NS 3528	SD40-2	NS 80
27	HLCX 7163 - NS 3529	SD40-2	NS 80
28	HLCX 7168 - NS 3539	SD40-2	NS 80
29	HLCX 7169 - NS 3540	SD40-2	NS 80
30	HLCX 7171 - NS 3541	SD40-2	NS 80
31	HLCX 7176 - NS 3542	SD40-2	NS 80
32	HLCX 7178 - NS 3544	SD40-2	NS 80
33	HLCX 7179 - NS 3545	SD40-2	NS 80
34	HLCX 7183 - NS 3546	SD40-2	NS 80
35	HLCX 7186 - NS 3547	SD40-2	NS 80
36	HLCX 7188 - NS 3548	SD40-2	NS 80
37	HLCX 7191 - NS 3549	SD40-2	NS 80
38	HLCX 7197 - NS 3551	SD40-2	NS 80
39	HLCX 7199 - NS 3552	SD40-2	NS 80
40	HLCX 7200 - NS 3553	SD40-2	NS 80
41	HLCX 7202 - NS 3554	SD40-2	NS 80
42	HLCX 7228 - NS 3581	SD40-2	NS 80
43	HLCX 7230 - NS 3582	SD40-2	NS 80

	Prior Mark - New Mark	Type	Sold To
44	HLCX 7857 - NS 3523	SD40-2	NS 80
45	HLCX 7862 - NS 3524	SD40-2	NS 80
46	HLCX 7916 - NS 3531	SD40-2	NS 80
47	HLCX 7920 - NS 3532	SD40-2	NS 80
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54	HLCX 8142 - NS 3561	SD40-2	NS 80
55	HLCX 8149 - NS 3562	SD40-2	NS 80
56	HLCX 8150 - NS 3563	SD40-2	NS 80
57	HLCX 8152 - NS 3564	SD40-2	NS 80
58	HLCX 8153 - NS 3565	SD40-2	NS 80
59	HLCX 8154 - NS 3566	SD40-2	NS 80
60	HLCX 8155 - NS 3567	SD40-2	NS 80
61	HLCX 8156 - NS 3568	SD40-2	NS 80
62	HLCX 8157 - NS 3569	SD40-2	NS 80
63	HLCX 8158 - NS 3570	SD40-2	NS 80
64	HLCX 8162 - NS 3571	SD40-2	NS 80
65	HLCX 8164 - NS 3572	SD40-2	NS 80
66	HLCX 8165 - NS 3573	SD40-2	NS 80
67	HLCX 8166 - NS 3574	SD40-2	NS 80
68	HLCX 8168 - NS 3575	SD40-2	NS 80
69	HLCX 8170 - NS 3576	SD40-2	NS 80
70	HLCX 8180 - NS 3579	SD40-2	NS 80
71	FURX 816142 - (N/A)	LO	FURC
72	NDYX 823903 - (N/A)	LO	FURC
73	HLCX 6315 - (N/A)	SD40-2	EMR
74	HLCX 8144 - (N/A)	SD40-2	EMR
75	PAL 851031 - (N/A)	LO	Harsco
76	PAL 851032 - (N/A)	LO	Harsco

PARTIAL TERMINATION OF
SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of January 6, 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 marks 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.

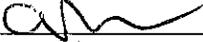
2. **Representation.** Borrower hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCA.

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.

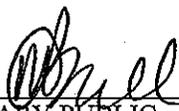
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent.

By: 
Name: Bill O'Daly
Title: Authorized Signatory

By: 
Name: Sally Reyes
Title: Authorized Signatory

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

On this 6th day of January, 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.



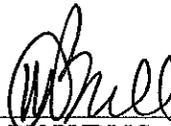
NOTARY PUBLIC

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

[NOTARIAL SEAL]

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

On this 6th day of January, 2014, before me personally appeared Sally Reyes, 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.



NOTARY PUBLIC

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
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[NOTARIAL SEAL]

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