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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

May 13, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of New Administrative Agent, dated as of May 12, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25782.

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

Borrower: Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
6250 N River Rd., Suite 5000  
Rosemont, IL, 60018

Successor  
Agent and Lender: U.S. Bank National Association  
1 California St. Suite 1000  
San Francisco, CA, 94111

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

There is no change to the equipment associated with this filing.

Section Chief  
May 13, 2015  
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A short summary of the document to appear in the index is:

Notice of New Administrative Agent.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF NEW ADMINISTRATIVE AGENT**

May 12, 2015

Reference is made to that certain Memorandum of Loan and Security Agreement dated as of August 15, 2005, by and between HELM-PACIFIC LEASING (“Borrower”), and MUFG UNION BANK N.A. F/KA UNION BANK, N.A., both as a Lender and as administrative agent for itself and any other lender under the Loan and Security Agreement from time to time (“Existing Agent”), respecting that certain Loan and Security Agreement dated as of August 15, 2005, between Borrower, Existing Agent and the other Lenders party thereto (as amended, restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), which was duly filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the regulations thereunder on August 5, 2005 as Recordation Number (the “Existing Filing”). Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Loan Agreement.

Pursuant to that certain First Amendment and Successor Administrative Agent Agreement dated as of May 12, 2015, by and between U.S. BANK NATIONAL ASSOCIATION (“Successor Agent”), Existing Agent, each of the Lenders party thereto and Borrower (the “Amendment”). Existing Agent has resigned as administrative agent and the Successor Agent has assumed the Existing Agent’s obligations as Administrative Agent under the Loan Agreement. In connection with such resignation and assumption, Existing Agent has assigned, and Successor Agent has assumed, for its benefit and the benefit of the Lenders, all liens and other security interests granted to Existing Agent by the Loan Parties in its capacity as Administrative Agent, including the security interests evidenced by the Existing Filing.

Borrower and Successor Agent wish to reflect the assumption by Successor Agent of the liens and security interests relating to the Existing Filings on the records of the Surface Transportation Board (“STB”) by filing this Notice of New Administrative Agent.

Borrower and Successor Agent hereby affirm and acknowledge that Successor Agent is the new administrative agent under the Loan Agreement and that Borrower has granted to Successor Agent, and its successors and assigns, a security interest in all collateral existing under the Existing Filings.

[Remainder of page intentionally left blank.]







**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: May 13, 2015

*Edward M. Luria*

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Edward M. Luria