

RECORDATION NO 25782-A FILED

MAR 30 '06

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800, San Francisco, CA 94111
415/398-4510 415/398-4816

SURFACE TRANSPORTATION BOARD

Via USPS Priority Mail

March 23, 2006



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") dated as of February 10, 2006, 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 Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed original copies 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 of California
Northern Commercial Banking Division
350 California Street, 10th Floor
San Francisco, CA 94104-1402

Equipment: Twelve (12), 100-ton gondola railcars: HPJX 31604, 31605, 31607, 31610, 31611, 31613, 31614, 31615, 31616, 31617, 31618, HATX 2023.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25782 filed on August 19, 2005 at 3:21 p.m. Helm's check covering the \$33.00 filing fee is enclosed.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of February 10, 2006, and 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, for the 12, 100-ton gondola railcars: HPJX 31604, 31605, 31607, 31610, 31611, 31613, 31614, 31615, 31616, 31617, 31618, HATX 2023, to be filed as a supplemental agreement to **STB Recordation No. 25782**.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (4)

PARTIAL TERMINATION OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of February 10, 2006, 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: [Signature]

Print Name: KEVIN SULLIVAN

Its: SVP

CM

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of February 10, 2006

THE UNITS

Description of the Units: 52', 100-ton gondola railcars

	Reporting Mark	Number	Built Date
1	HPJX	31610	1970
2	HPJX	31613	1970
3	HPJX	31618	1972
4	HPJX	31614	1967
5	HPJX	31615	1967
6	HPJX	31604	1975
7	HPJX	31607	1975
8	HPJX	31611	1976
9	HPJX	31605	1975
10	HPJX	31617	1975
11	HPJX	31616	1970
12	HATX	2023	1967

am

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

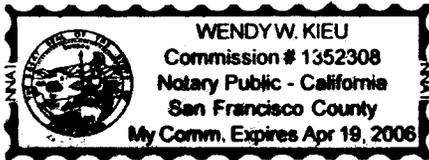
County of San Francisco } ss.

On March 22, 2006, before me, Wendy W. Kieu,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Kevin Sullivan,
Name(s) of Signer(s)

- personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity(ies), and that by his/~~her~~/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Wendy W. Kieu
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Partial Termination of Security Interest

Document Date: February 10, 2006 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: Kevin Sullivan

- Individual
 Corporate Officer — Title(s): Senior Vice President
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____

Signer Is Representing: Union Bank of CA

