

FEB 05 '10

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SURFACE TRANSPORTATION BOARD

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

STB E-File

February 5, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of February 3, 2010, 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 ("**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
505 Sansome Street, Suite 1800
San Francisco, CA 94111

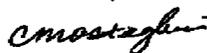
Name and Address for UBC: Union Bank
Northern California Commercial Banking Division
350 California Street, 10th Floor
San Francisco, CA 94104

Equipment: Eight (8), 100-ton, roller bearing, 4600-4750 cubic foot (nominal) three pocket, covered hopper railcars equipped with trough hatches and gravity outlet gates (HPJX 12346, HPJX 15043-15240 n.i.).

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 Lessor's account.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of February 3, 2010 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 eight (8) covered hopper railcars in series HPJX 12346, HPJX 15043-15240 n.i..

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

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1:10 PM

**PARTIAL TERMINATION OF
SECURITY INTEREST**

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of February 3, 2010, 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.

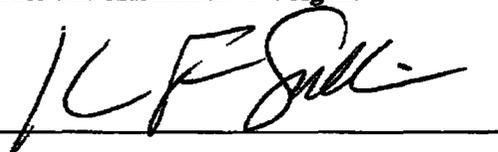
3. **Partial Release and Termination.** UBC hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination 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 F. Sullivan

Its: Senior Vice President, Growth Strategies

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of February 3, 2010

THE UNITS

Description: 100-ton, roller bearing, 4600-4750 cubic foot (nominal) three pocket, covered hopper railcars equipped with trough hatches and gravity outlet gates.

#	Unit Mark	Unit Number	AAR Car Type Code	Built Date	Cubic Foot Capacity
1	HPJX	12346	C113	09/01/1980	4,600
2	HPJX	15043	C113	06/01/1975	4,750
3	HPJX	15063	C113	06/01/1975	4,750
4	HPJX	15177	C113	10/01/1978	4,750
5	HPJX	15180	C113	06/01/1978	4,780
6	HPJX	15196	C113	06/01/1975	4,750
7	HPJX	15239	C113	06/01/1977	4,750
8	HPJX	15240	C113	08/01/1978	4,750