

# HELM-PACIFIC LEASING

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RECORDATION NO. 25782-M FILED

MAR 14 '12 -11 53 AM

SURFACE TRANSPORTATION BOARD

## STB E-File

February 17, 2012

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 February 17, 2012, and made by **UNION BANK OF CALIFORNIA N.A. ("UBC")**, as Collateral Agent ("**Collateral Agent**") for the Secured Parties, for the benefit of **LONG HAUL HOLDING II CORP.**, a Delaware corporation ("**Holdings**") and **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Borrower**") (Borrower, and together with Holdings, the "**Loan Parties**").

Dear Section Chief:

On behalf of Helm-Pacific Leasing ("**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 Union Bank:**

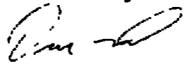
Union Bank of California  
350 California Street, 10th Floor  
San Francisco. CA 94104

**Description of Equipment: Four (4) 100 ton mill gondolas: ASFX 718-ASFX 721, 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 to appear in the index: Partial Termination of Security Interest**

Yours truly,



Omar Fiel  
Contract Administrator

Enclosure

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PARTIAL TERMINATION OF  
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of February 17, 2012, 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 Solla

Its: SVP



**EXHIBIT A**

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of February 17, 2012

**THE UNITS**

**Description of Units:** Four (4), 100 ton mill gondolas

	<b>Old Mark</b>	<b>Old Number</b>	<b>New Mark</b>	<b>New Number</b>
1	DRGW	310235	ASFX	718
2	CNW	350496	ASFX	719
3	DRGW	310820	ASFX	720
4	CNW	350395	ASFX	721