

HELM

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

STB E-File

October 11, 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 October 2, 2012, 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

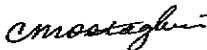
Name and Address for Credit Suisse: Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

Description of Equipment: 37, SD40-2 Locomotives: NS 3377-3413

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

**PARTIAL TERMINATION OF
SECURITY INTEREST**

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of October 2, 2012, 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 mark 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.

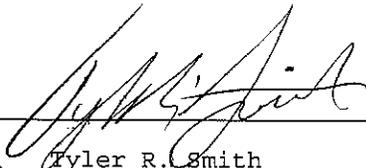
IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

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

By: 

Name: Bill O'Daly

Title: Director

By: 

Name: Tyler R. Smith

Title: Associate

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

On this 2 day of October, 2012, before me personally appeared Bill O'Daly, to me personally known, who being by me duly sworn, says that he is Director 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 2 day of October, 2012, before me personally appeared Tyler R. Smith, to me personally known, who being by me duly sworn, says that he is Associate 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]

EXHIBIT A

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of October 2, 2012

THE UNITS

Description of Units: Thirty-seven (37) Model SD40-2, 3,000 horsepower, EMD Diesel Electric locomotives.

Units' Reporting Mark and Numbers:

	Mark	Number		Mark	Number
1	NS	3377	20	NS	3396
2	NS	3378	21	NS	3397
3	NS	3379	22	NS	3398
4	NS	3380	23	NS	3399
5	NS	3381	24	NS	3400
6	NS	3382	25	NS	3401
7	NS	3383	26	NS	3402
8	NS	3384	27	NS	3403
9	NS	3385	28	NS	3404
10	NS	3386	29	NS	3405
11	NS	3387	30	NS	3406
12	NS	3388	31	NS	3407
13	NS	3389	32	NS	3408
14	NS	3390	33	NS	3409
15	NS	3391	34	NS	3410
16	NS	3392	35	NS	3411
17	NS	3393	36	NS	3412
18	NS	3394	37	NS	3413
19	NS	3395			