

**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

December 14, 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 December 14, 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: SD40-2 Locomotives: HLCX 7144, HLCX 8050; 25 Bi-Level Auto Racks: TTGX 910472-965876 n.i.

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 December 14, 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 14th day of December, 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 14th day of December, 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 December 14, 2012

**THE UNITS**

	Mark	Number	Equipment Type
1	TTGX	910472	Bi-Level Auto Rack
2	TTGX	910520	Bi-Level Auto Rack
3	TTGX	910652	Bi-Level Auto Rack
4	TTGX	910899	Bi-Level Auto Rack
5	TTGX	911147	Bi-Level Auto Rack
6	TTGX	911935	Bi-Level Auto Rack
7	TTGX	912010	Bi-Level Auto Rack
8	TTGX	912677	Bi-Level Auto Rack
9	TTGX	913159	Bi-Level Auto Rack
10	TTGX	940076	Bi-Level Auto Rack
11	TTGX	942447	Bi-Level Auto Rack
12	TTGX	942455	Bi-Level Auto Rack
13	TTGX	942456	Bi-Level Auto Rack
14	TTGX	942461	Bi-Level Auto Rack
15	TTGX	942463	Bi-Level Auto Rack
16	TTGX	942468	Bi-Level Auto Rack
17	TTGX	942470	Bi-Level Auto Rack
18	TTGX	965706	Bi-Level Auto Rack
19	TTGX	965709	Bi-Level Auto Rack
20	TTGX	965841	Bi-Level Auto Rack
21	TTGX	965843	Bi-Level Auto Rack
22	TTGX	965858	Bi-Level Auto Rack
23	TTGX	965863	Bi-Level Auto Rack
24	TTGX	965864	Bi-Level Auto Rack
25	TTGX	965876	Bi-Level Auto Rack
26	HLCX	7144	SD40-2 Locomotive
27	HLCX	8050	SD40-2 Locomotive