RECORDATION NO. 29800-T
FILED March 29, 2013 12:22 PM
SURFACE TRANSPORTATION BOARD

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

March 29, 2013

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 March 28, 2013, 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: GP40-2 Locomotives: HLCX 4214 & HLCX 4217; F40PH-2 Locomotive: SLC (AMT) 271.

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

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PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of March 28, 2013, 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: Vipul Dhadda

Title: Vice President

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

On this 28 day of March, 2013, 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.

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2015

NOTARY PUBLIC

[NOTARIAL SEAL]

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

On this 28 day of March, 2013, before me personally appeared Vipul Dhadda, to me personally known, who being by me duly sworn, says that he is Vice President 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.

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2015

NOTARY PUBLIC

[NOTARIAL SEAL]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of March 28, 2013

THE UNITS

	Mark	Number	Equipment Type	Sold To
1	HLCX	4214	GP40-2 Locomotive	Copper Basin Rwy.
2	HLCX	4217	GP40-2 Locomotive	Copper Basin Rwy.
3	*SLC	271	F40PH-2 Locomotive	Tshiuetin Rail

*Old Mark: AMT 271