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

RECORDATION NO. 25782-O
FILED June 05, 2013 05:13 PM
SURFACE TRANSPORTATION BOARD

STB E-File

June 5, 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 May 31, 2013 and 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) mill gondola railcars: DRGW 310454, 310509, 320398, 320257, 330091; CNW 350378, 350491, 350497.

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: **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of May 31, 2013 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) mill gondola railcars: DRGW 310454, 310509, 320398, 320257, 330091; CNW 350378, 350491, 350497.

Yours truly,

Cecilia Mostaghim

Enclosure

PARTIAL TERMINATION OF SECURITY INTEREST

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THIS PARTIAL TERMINATION OF SECURITY INTEREST (**"Partial Termination"**) is dated as of May 31, 2013, 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 Sullivan
Its: Senior Vice President, Growth Strategies

Terminations\\UBC\Mid Am Equipt 8 Mill Gons cm:05/31/13

STATE OF CALIFORNIA)
) **S.S.**
COUNTY OF SAN FRANCISCO)

On June 5, 2013 before me, C. Mostaghim personally appeared Kevin Sullivan, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature C Mostaghim (Seal)

C. MOSTAGHIM
COMM. #1961692
NOTARY PUBLIC • CALIFORNIA
SAN FRANCISCO COUNTY
Comm. Exp. NOV. 25, 2015

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of May 31, 2013

THE UNITS

Description of the Units: Eight (8), 52'6" mill gondola railcars.*

	Unit Mark	Unit Number
1	DRGW	310454
2	DRGW	310509
3	DRGW	320398
4	DRGW	320257
5	DRGW	330091
6	CNW	350378
7	CNW	350491
8	CNW	350497

* Sold to Mid-Am Equipment, Inc.