

HELM-PACIFIC LEASING

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RECORDATION NO. 25872-Q
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SURFACE TRANSPORTATION BOARD

STB E-File

September 26, 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 September 25, 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: Forty-six (46) covered hopper railcars: SSW 73575-77657 n.i.

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

Yours truly,



Cecilia Mostaghim

Enclosure

PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of September 25, 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

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of September 25, 2013

THE UNITS

Description: 4,650 c.f.c. Covered Hopper Railcars. Built 1972. *

	Mark	Number		Mark	Number
1	SSW	73575	24	SSW	74055
2	SSW	73624	25	SSW	74067
3	SSW	73852	26	SSW	74081
4	SSW	73864	27	SSW	74082
5	SSW	73904	28	SSW	74087
6	SSW	73909	29	SSW	74088
7	SSW	73947	30	SSW	74093
8	SSW	73951	31	SSW	74094
9	SSW	73955	32	SSW	74098
10	SSW	73958	33	SSW	74124
11	SSW	73959	34	SSW	74189
12	SSW	73968	35	SSW	74225
13	SSW	73970	36	SSW	74274
14	SSW	73977	37	SSW	74292
15	SSW	73981	38	SSW	74319
16	SSW	73988	39	SSW	74337
17	SSW	74010	40	SSW	74355
18	SSW	74011	41	SSW	74362
19	SSW	74015	42	SSW	74448
20	SSW	74031	43	SSW	74454
21	SSW	74032	44	SSW	74493
22	SSW	74036	45	SSW	77585
23	SSW	74042	46	SSW	77657

* Sold to Interstate Commodities, Inc.