

HELM FINANCIAL CORPORATION

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December 28, 2005

RECORDATION NO. 25701-A FILED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

JAN 03 '06

1-10PM

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Security Agreement dated as of November 15, 2005 ("**Partial Termination**"), by Credit Suisse ("**Credit Suisse**"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("**MergerCo**"); Long Haul Holding Corp., ("**Holdings**"); Helm Financial Corporation ("**HFC**") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**")

Dear Mr. Williams:

On behalf of the Loan Parties, Helm Financial Corporation submits for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

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

Equipment: 76 Covered Hopper Railcars; WSOR 16000-16083

Please record this Partial Termination as a supplemental agreement to STB Recordation No. **25701** filed on July 8, 2005 at 3:20 PM. The filing fee of \$33.00 is enclosed.

Summary: Partial Termination of Security Agreement dated as of November 15, 2005, by Credit Suisse ("**Credit Suisse**"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("**MergerCo**"); Long Haul Holding Corp., ("**Holdings**"); Helm Financial Corporation ("**HFC**") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**") for 76 covered hoppers railcars; WSOR 16000-16083, to be filed as a supplemental agreement to STB Recordation No. 25701.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

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Enclosures (3)

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

On DECEMBER 21, 2005, before me, MARJORIE E. BULL, personally
appeared JUDITH SMITH - DIRECTOR, GREGORY RICHARDS - ASSOC. of CREDIT SUISSE.

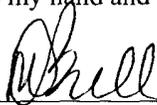
personally known to me -OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2007



SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of November 15, 2005

THE UNITS

Description of Units: Seventy-six (76), 100-ton, 4,427 cubic foot capacity, covered hopper railcars equipped with trough hatches and gravity outlet gates; built by Pullman Standard.

	Unit Mark	Unit Number		Unit Mark	Unit Number
1	WSOR	16000	39	WSOR	16041
2	WSOR	16001	40	WSOR	16042
3	WSOR	16002	41	WSOR	16043
4	WSOR	16003	42	WSOR	16044
5	WSOR	16004	43	WSOR	16045
6	WSOR	16005	44	WSOR	16046
7	WSOR	16006	45	WSOR	16047
8	WSOR	16007	46	WSOR	16048
9	WSOR	16009	47	WSOR	16049
10	WSOR	16010	48	WSOR	16050
11	WSOR	16011	49	WSOR	16051
12	WSOR	16012	50	WSOR	16052
13	WSOR	16013	51	WSOR	16053
14	WSOR	16014	52	WSOR	16055
15	WSOR	16015	53	WSOR	16056
16	WSOR	16016	54	WSOR	16057
17	WSOR	16018	55	WSOR	16058
18	WSOR	16019	56	WSOR	16059
19	WSOR	16020	57	WSOR	16060
20	WSOR	16021	58	WSOR	16061
21	WSOR	16022	59	WSOR	16062
22	WSOR	16023	60	WSOR	16063
23	WSOR	16024	61	WSOR	16065
24	WSOR	16026	62	WSOR	16066
25	WSOR	16027	63	WSOR	16067
26	WSOR	16028	64	WSOR	16068
27	WSOR	16029	65	WSOR	16069
28	WSOR	16030	66	WSOR	16070
29	WSOR	16031	67	WSOR	16071
30	WSOR	16032	68	WSOR	16072
31	WSOR	16033	69	WSOR	16073
32	WSOR	16034	70	WSOR	16076
33	WSOR	16035	71	WSOR	16077
34	WSOR	16036	72	WSOR	16078
35	WSOR	16037	73	WSOR	16080
36	WSOR	16038	74	WSOR	16081
37	WSOR	16039	75	WSOR	16082
38	WSOR	16040	76	WSOR	16083