

HELM FINANCIAL CORPORATION

Via USPS Priority Mail

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

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FAX 415/398-4816

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April 17, 2006

RECORDATION NO. 25701-6 FILED

APR 27 '06

2-49 PM



SURFACE TRANSPORTATION BOARD

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") dated as of April 1, 2006, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**.

Dear Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed original copies 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 First Boston LLC
11 Madison Avenue
New York, NY 10010-3629

Equipment: (1) 52' Gondola Railcar: HATX 2023; (1) GP35 Locomotive: ARZC 3503; (1) SW1200 Switch Locomotive: HLCX 1268; (1) GP9 Locomotive: HLCX 781.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 p.m. Helm's check covering the \$33.00 filing fee is enclosed.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of April 1, 2006, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**, for (1) 52' Gondola Railcar: HATX 2023; (1) GP35 Locomotive: ARZC 3503; (1) SW1200 Switch Locomotive: HLCX 1268; (1) GP9 Locomotive: HLCX 781, to be filed as a supplemental agreement to **STB Recordation No. 25701**.

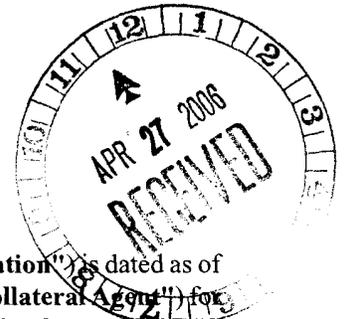
Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

APR 27 '06

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SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of April 1, 2006, and is made by **CREDIT SUISSE ("Credit Suisse")**, as the Collateral Agent ("**Collateral Agent**") for the Secured Parties (as defined in the GCIA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("**MergerCo**"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("**Holdings**"); **HELM FINANCIAL CORPORATION**, a California corporation ("**HFC**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HFC 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 and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "**GCIA**") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell or has sold the Units to third parties (the "**Sales**") and desires that such Sales shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

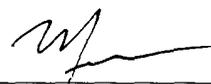
2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sales and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

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 GCIA. 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, as Collateral Agent

By: 
Print Name: JAMES MORAN
MANAGING DIRECTOR
Its: _____

GREGORY S. RICHARDS
ASSOCIATE

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

On APRIL 10, 2006, before me, MARJORIE E. BULL, personally appeared JAMES MORAN - MANAGING DIR. & GREGORY RICHARDS - ASSEC 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 **April 1, 2006**

THE UNITS

<u>Marks and Numbers</u>	<u>Description</u>
HATX 2023	52' Gondola railcar
ARZC 3503	GP35 Locomotive
HLCX 1268	SW1200 Switch Locomotive
HLCX 781	GP9 Locomotive