

# HELM FINANCIAL CORPORATION

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November 27, 2006

RECORDATION NO. 25701-N FILED

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

DEC 01 '06

1-07 PM

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Security Agreement dated as of November 21, 2006 ("**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:

Two (2) 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:

5 SW1500 Locomotives; HLCX 1012, 1016, 1028, 1030 and 1031

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 \$34.00 is enclosed.

**Summary:** Partial Termination of Security Agreement dated as of November 21, 2006, 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 5 SW1500 locomotives; HLCX 1012, 1016, 1028, 1030 and 1031, to be filed as a supplemental agreement to STB Recordation No. 25701.

Yours truly,

A handwritten signature in cursive script that reads 'Sharon L. Van Fossan'.

Sharon L. Van Fossan  
Supervisor Contract Administration

\svf

Enclosures (2)

DEC 01 '06

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**PARTIAL TERMINATION OF  
SECURITY INTEREST**

SURFACE TRANSPORTATION BOARD

**THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** is dated as of November 21, 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 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 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 Sale 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, Cayman Islands Branch,  
as Administrative Agent and Collateral Agent.**

By: \_\_\_\_\_

Print Name:

**JAMES MORAN**  
MANAGING DIRECTOR

**NUPUR KUMAR**  
ASSOCIATE

Its: \_\_\_\_\_

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

On NOVEMBER 21, 2006, before me, MARJORIE E. BULL, personally appeared JAMES MORAN - MANAGING DIR + NUPUR KUMAR - ASSOCIATE of CREDIT SUISSE, Cayman Islands Branch.

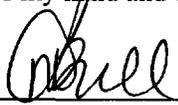
personally known to me -OR-

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. 01BU605282  
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 21, 2006

**THE UNITS**

**Equipment Description:** Five (5) SW1500 locomotives.

**Unit Mark and Number:**

HLCX 1012

HLCX 1016

HLCX 1028

HLCX 1030

HLCX 1031