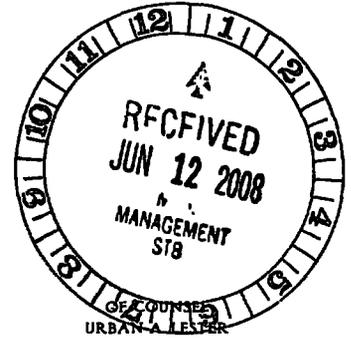


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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)



RECORDATION NO. 25701-DD FILED

June 11, 2008

JUN 11 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Security Interest, dated as of May 23, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Guarantee and Collateral and Intercreditor Agreement previously filed with the Board under Recordation Number 25701.

The name and address of the party to the enclosed document are:

Collateral Agent: Credit Suisse
505 Sansome Street, Suite 1800
New York, NY 10010

[Loan Parties: Orient Express Acquisition Company
Long Haul Holding Corp.
Helm Financial Corporation
Helm Locomotive Leasing Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111]

Anne K. Quinlan, Esquire
June 11, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series HLMX 21006 - HLMX 21114 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Partial Termination of Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 11 '08 -8 00 AM

PARTIAL TERMINATION OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of May 23, 2008; 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.

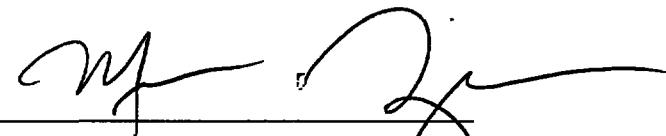
2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

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 NUPUR KUMAR
MANAGING DIRECTOR ASSOCIATE

Its: _____

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

On MAY 27, 2008, before me, MARJORIE E. BULL, personally appeared JAMES MORAN - MDR & NIJAPUR KUMAR - ASSOC. 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: 01BU6055282
Qualified In New York County
Commission Expires February 20, 2011



SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of May 23, 2008

Description of the Units: Thirty (30), 2215 cubic foot, three (3) compartment, 286,000 lb. Gross Rail Load open top hopper railcars built by Ortner Freight Car Company and equipped with pneumatic rapid discharge gates.

Units' Reporting Marks & Numbers:

	Mark	Number
1	HLMX	21006
2	HLMX	21010
3	HLMX	21012
4	HLMX	21018
5	HLMX	21032
6	HLMX	21047
7	HLMX	21061
8	HLMX	21064
9	HLMX	21069
10	HLMX	21070
11	HLMX	21073
12	HLMX	21077
13	HLMX	21078
14	HLMX	21084
15	HLMX	21085
16	HLMX	21087
17	HLMX	21090
18	HLMX	21093
19	HLMX	21094
20	HLMX	21098
21	HLMX	21100
22	HLMX	21101
23	HLMX	21103
24	HLMX	21104
25	HLMX	21105
26	HLMX	21106
27	HLMX	21108
28	HLMX	21109
29	HLMX	21110
30	HLMX	21114