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SURFACE TRANSPORTATION BOARD

**HELM
FINANCIAL CORPORATION**

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February 4, 2010

Chief
Section of Administration Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

RE: Partial Termination of Security Agreement dated as of January 22, 2009 ("**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 Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Partial Termination of Security Agreement, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a partial release and relates to the document previously filed with the Board under Recordation Number 25701.

The names and addresses of the parties to the attached document are:

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

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

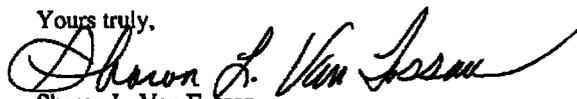
2 SD40-2 Locomotives - BNSF 7859 and BNSF 8064

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

Partial Termination of Security Agreement

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

lsvf
Attachment

PARTIAL TERMINATION OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of January 22, 2009, 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).

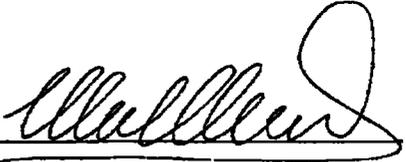
3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the 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 AG, CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch"), as Administrative Agent and Collateral Agent.

By: 
Print Name: BILL O'DALY
DIRECTOR
Its: _____

By: 
Print Name: ILYA IVASHKOV
ASSOCIATE
Its: _____

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

On FEBRUARY 4, 2010, before me, MARJORIE E. BULL, personally appeared BILL O'DAY - D.K. O. ILYA IVASHKOV - ASSOC. of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (E.k.a. "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, 20 11


SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of January 22, 2009

THE UNITS

Description: Two (2), SD40-2 Locomotives

Units' Reporting Mark and Numbers:

BNSF	7859
BNSF	8064