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SURFACE TRANSPORTATION BOARD

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

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**HELM
FINANCIAL CORPORATION**

STB E-File

May 27, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") dated as of May 21, 2010, 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 Section Chief:

On behalf of Helm, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed original copy 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 AG, New York Branch
11 Madison Avenue
New York, NY 10010-3629
Attn: Credit Suisse AG, Cayman Islands Branch

Equipment: 405, Coal Gondola Railcars: GSNX 100-696 n.i., HJVX 7003-140577 n.i., HLMX 140600-145046 n.i., SFIX 1222-2542 n.i.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 p.m. Please apply the STB's filing fee to Lessor's account.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST** dated May 21, 2010, made by **CREDIT SUISSE**, for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation; and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** as it pertains to the four hundred five (405) coal gondola railcars within series: GSNX 100-696 n.i., HJVX 7003-140577 n.i., HLMX 140600-145046 n.i., SFIX 1222-2542 n.i.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

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PARTIAL TERMINATION OF
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of May 21, 2010, 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.

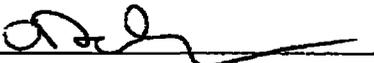
2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

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.

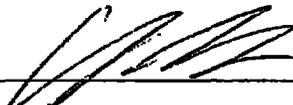
This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

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: KEVIN BUDDHEW
ASSOCIATE

Its: _____

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

On MAY 25, 2010, before me, MARJORIE E. BULL, personally appeared BILL ODALY, DIETDR of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.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.



SIGNATURE OF THE NOTARY

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 01BU6055282
Qualified In New York County
Commission Expires February 20, 20 11

[Notarial Seal]

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

On MAY 25, 2010, before me, MARJORIE E. BULL, personally appeared KEVIN BUDDHDEV, ASSOCIATE of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.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.



SIGNATURE OF THE NOTARY

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 01BU6055282
Qualified In New York County
Commission Expires February 20, 20 11

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of May 21, 2010

Description of Units: Rotary Coupler Coal Gondola Railcars

#	Mark	Number	#	Mark	Number	#	Mark	Number	#	Mark	Number	#	Mark	Number	#	Mark	Number
1	GSNX	100	88	GSNX	272	137	GSNX	472	205	GSNX	609	273	HJVX	140242	341	HLMX	140853
2	GSNX	103	70	GSNX	317	138	GSNX	474	208	GSNX	613	274	HJVX	140243	342	HLMX	140861
3	GSNX	104	71	GSNX	323	139	GSNX	475	207	GSNX	614	275	HJVX	140245	343	HLMX	140865
4	GSNX	105	72	GSNX	324	140	GSNX	476	208	GSNX	615	276	HJVX	140246	344	HLMX	140868
5	GSNX	109	73	GSNX	325	141	GSNX	477	209	GSNX	618	277	HJVX	*40252	345	HLMX	140869
6	GSNX	113	74	GSNX	326	142	GSNX	482	210	GSNX	619	278	HJVX	*40253	346	HLMX	140873
7	GSNX	115	75	GSNX	330	143	GSNX	483	211	GSNX	620	279	HJVX	*40261	347	HLMX	140874
8	GSNX	116	76	GSNX	332	144	GSNX	484	212	GSNX	625	280	HJVX	140262	348	HLMX	140921
9	GSNX	117	77	GSNX	334	145	GSNX	483	213	GSNX	628	281	HJVX	140265	349	HLMX	140922
10	GSNX	123	78	GSNX	335	146	GSNX	490	214	GSNX	634	282	HJVX	140267	350	HLMX	140926
11	GSNX	124	79	GSNX	336	147	GSNX	496	215	GSNX	635	283	HJVX	140270	351	HLMX	140927
12	GSNX	125	80	GSNX	338	148	GSNX	500	216	GSNX	637	284	HJVX	*40272	352	HLMX	140933
13	GSNX	131	81	GSNX	339	149	GSNX	501	217	GSNX	643	285	HJVX	*40274	353	HLMX	140940
14	GSNX	132	82	GSNX	340	150	GSNX	502	218	GSNX	645	286	HJVX	140279	354	HLMX	140944
15	GSNX	134	83	GSNX	343	151	GSNX	504	219	GSNX	650	287	HJVX	*40281	355	HLMX	140951
16	GSNX	135	84	GSNX	346	152	GSNX	508	220	GSNX	651	288	HJVX	*40282	356	HLMX	140953
17	GSNX	150	85	GSNX	348	153	GSNX	512	221	GSNX	652	289	HJVX	*40285	357	HLMX	140955
18	GSNX	153	86	GSNX	349	154	GSNX	513	222	GSNX	654	290	HJVX	140292	358	HLMX	140974
19	GSNX	154	87	GSNX	352	155	GSNX	514	223	GSNX	655	291	HJVX	*40295	359	HLMX	140975
20	GSNX	163	88	GSNX	358	156	GSNX	515	224	GSNX	655	292	HJVX	*40300	360	HLMX	141005
21	GSNX	166	89	GSNX	367	157	GSNX	517	225	GSNX	659	293	HJVX	*40303	361	HLMX	141006
22	GSNX	169	90	GSNX	368	158	GSNX	518	226	GSNX	660	294	HJVX	*40305	362	HLMX	141009
23	GSNX	170	91	GSNX	369	159	GSNX	519	227	GSNX	661	295	HJVX	140316	363	HLMX	141011
24	GSNX	172	92	GSNX	371	160	GSNX	520	228	GSNX	662	296	HJVX	140317	364	HLMX	141071
25	GSNX	175	93	GSNX	373	161	GSNX	521	229	GSNX	663	297	HJVX	140318	365	HLMX	141072
26	GSNX	176	94	GSNX	379	162	GSNX	522	230	GSNX	665	298	HJVX	140319	366	HLMX	141075
27	GSNX	177	95	GSNX	380	163	GSNX	523	231	GSNX	667	299	HJVX	*40322	367	HLMX	141076
28	GSNX	181	96	GSNX	383	164	GSNX	526	232	GSNX	669	300	HJVX	140325	368	HLMX	141083
29	GSNX	184	97	GSNX	385	165	GSNX	527	233	GSNX	670	301	HJVX	140345	369	HLMX	141084
30	GSNX	188	98	GSNX	393	166	GSNX	529	234	GSNX	671	302	HJVX	140352	370	HLMX	141088
31	GSNX	192	99	GSNX	394	167	GSNX	530	235	GSNX	672	303	HJVX	140353	371	HLMX	141089
32	GSNX	194	100	GSNX	397	168	GSNX	531	236	GSNX	673	304	HJVX	140374	372	HLMX	141105
33	GSNX	195	101	GSNX	399	169	GSNX	534	237	GSNX	674	305	HJVX	140376	373	HLMX	141109
34	GSNX	167	102	GSNX	399	170	GSNX	536	238	GSNX	676	306	HJVX	140377	374	HLMX	141117
35	GSNX	168	103	GSNX	400	171	GSNX	539	239	GSNX	677	307	HLMX	140600	375	HLMX	141120
36	GSNX	169	104	GSNX	401	172	GSNX	640	240	GSNX	678	308	HLMX	*40604	376	HLMX	141124
37	GSNX	204	105	GSNX	402	173	GSNX	541	241	GSNX	681	309	HLMX	140813	377	HLMX	141125
38	GSNX	206	106	GSNX	407	174	GSNX	544	242	GSNX	683	310	HLMX	140818	378	HLMX	141126
39	GSNX	227	107	GSNX	410	175	GSNX	549	243	GSNX	685	311	HLMX	140819	379	HLMX	141127
40	GSNX	211	108	GSNX	411	176	GSNX	552	244	GSNX	686	312	HLMX	140821	380	HLMX	145001
41	GSNX	212	109	GSNX	412	177	GSNX	553	245	GSNX	687	313	HLMX	140822	381	HLMX	145002
42	GSNX	215	110	GSNX	413	178	GSNX	554	246	GSNX	688	314	HLMX	140828	382	HLMX	145003
43	GSNX	216	111	GSNX	414	179	GSNX	556	247	GSNX	689	315	HLMX	140630	383	HLMX	145004
44	GSNX	218	112	GSNX	415	180	GSNX	557	248	GSNX	690	316	HLMX	140634	384	HLMX	145006
45	GSNX	219	113	GSNX	418	181	GSNX	559	249	GSNX	691	317	HLMX	140639	385	HLMX	145007
46	GSNX	220	114	GSNX	423	182	GSNX	564	250	GSNX	692	318	HLMX	140640	386	HLMX	145008
47	GSNX	222	115	GSNX	429	183	GSNX	565	251	GSNX	694	319	HLMX	140653	387	HLMX	145012
48	GSNX	223	116	GSNX	431	184	GSNX	566	252	GSNX	696	320	HLMX	140654	388	HLMX	145013
49	GSNX	224	117	GSNX	436	185	GSNX	567	253	HJVX	7033	321	HLMX	140655	389	HLMX	145015
50	GSNX	225	118	GSNX	438	186	GSNX	570	254	HJVX	*40314	322	HLMX	140858	390	HLMX	145017
51	GSNX	226	119	GSNX	439	187	GSNX	571	255	HJVX	*40317	323	HLMX	140857	391	HLMX	145019
52	GSNX	231	120	GSNX	440	188	GSNX	574	256	HJVX	*40341	324	HLMX	140659	392	HLMX	145028
53	GSNX	233	121	GSNX	441	189	GSNX	577	257	HJVX	*40350	325	HLMX	140867	393	HLMX	145034
54	GSNX	238	122	GSNX	442	190	GSNX	581	258	HJVX	*40372	326	HLMX	140792	394	HLMX	145035
55	GSNX	240	123	GSNX	448	191	GSNX	582	259	HJVX	*40381	327	HLMX	140793	395	HLMX	145036
56	GSNX	242	124	GSNX	449	192	GSNX	584	260	HJVX	*40388	328	HLMX	140798	396	HLMX	145038
57	GSNX	249	125	GSNX	450	193	GSNX	587	261	HJVX	*40101	329	HLMX	140805	397	SFIX	1222
58	GSNX	251	126	GSNX	451	194	GSNX	589	262	HJVX	*40113	330	HLMX	140810	398	SFIX	1247
59	GSNX	255	127	GSNX	452	195	GSNX	590	263	HJVX	*40123	331	HLMX	140815	399	SFIX	2015
60	GSNX	261	128	GSNX	454	196	GSNX	591	264	HJVX	*40131	332	HLMX	140816	400	SFIX	2040
61	GSNX	262	129	GSNX	455	197	GSNX	592	265	HJVX	*40183	333	HLMX	140818	401	SFIX	2062
62	GSNX	263	130	GSNX	456	198	GSNX	593	266	HJVX	*40200	334	HLMX	140826	402	SFIX	2279
63	GSNX	266	131	GSNX	462	199	GSNX	594	267	HJVX	140211	335	HLMX	140832	403	SFIX	2284
64	GSNX	268	132	GSNX	463	200	GSNX	596	268	HJVX	*40220	336	HLMX	140840	404	SFIX	2523
65	GSNX	267	133	GSNX	468	201	GSNX	597	269	HJVX	*40230	337	HLMX	140844	405	SFIX	2542
66	GSNX	269	134	GSNX	469	202	GSNX	600	270	HJVX	*40232	338	HLMX	140845			
67	GSNX	270	135	GSNX	470	203	GSNX	601	271	HJVX	*40235	339	HLMX	140846			
68	GSNX	271	136	GSNX	471	204	GSNX	602	272	HJVX	140237	340	HLMX	140848			