

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800, San Francisco, CA 94111
(415) 398-4110, (415) 398-4116, fax: (415) 398-4117, www.helm.com

STB E-File

July 20, 2010

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

RECORDATION NO. 25701-XX FILED

JUL 20 '10 -2 06 PM

SURFACE TRANSPORTATION BOARD

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") dated as of July 14, 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

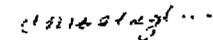
Name and Address for Credit Suisse: Credit Suisse AG, New York Branch
11 Madison Avenue
New York, NY 10010-3629
Attn: Credit Suisse AG, Cayman Islands Branch

Equipment: Six (6), GP40-3 locomotives: HATX 800, 801, 805; HLCX 4300-4302.

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 Helm's account.

Summary: PARTIAL TERMINATION OF SECURITY INTEREST dated July 14, 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 six (6), GP40-3 locomotives: HATX 800, 801, 805; HLCX 4300-4302.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of July 14, 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
Its: Director

By: 
Print Name: Christopher Reo Day
Its: Associate

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

On July 14, 2010, before me, Marjorie E. Bull, personally appeared Bill O'Daly, Director of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch").

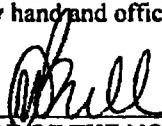
xx personally known to me -OR-

_____ 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]

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

On July 14, 2010, before me, Marjorie E. Bull, personally appeared Christopher Reo Day, Associate of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch").

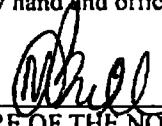
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to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), 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 July 14, 2010

Description of Rail Equipment: Six (6), GP40-3 locomotives.

Mark	Number	Built Date	Rebuilt Date
HATX	800	Oct-71	Dec-95
HATX	801	Oct-71	Dec-95
HATX	805	May-70	Feb-96
HLCX	4300	Feb-78	Dec-95
HLCX	4301	Sep-66	Dec-95
HLCX	4302	Oct-67	Apr-97