

# HELM

**FINANCIAL CORPORATION** 505 Sansome Street Suite 1800 San Francisco CA 94111  
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

## STB E-File

August 26, 2010

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

RECORDATION NO. 25701-YY FILED

AUG 26 '10 -6 33 PM

SURFACE TRANSPORTATION BOARD

**RE PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of August 25, 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

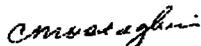
**Name and Address for Credit Suisse:** Credit Suisse AG, New York Branch  
11 Madison Avenue  
New York, NY 10010-3629  
Attn Credit Suisse AG, Cayman Islands Branch

**Equipment:** Eighteen (18) Mill Gondola Railcars within reporting mark series HLMX 12438-12497 (non-inclusive)

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 August 25, 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 eighteen (18) Mill Gondola Railcars within reporting mark series HLMX 12438-12497 (non-inclusive)

Yours truly,



Cecilia Mostaghim  
Contract Administrator

Enclosure

FEB 26 '10 -6 33 PM

PARTIAL TERMINATION OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of August 25, 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: [Signature]
Print Name: BILL O'DALY
DIRECTOR
Its: \_\_\_\_\_

By: [Signature]
Print Name: Christopher Reo Day
Associate
Its: \_\_\_\_\_

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

On AUGUST 25, 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").

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, 2011

[Notarial Seal]

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

On AUGUST 25, 2010, before me, MARJORIE E. BULL, personally appeared CHRISTOPHER RED DAY, 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.

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MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 01BU6055282  
Qualified in New York County  
Commission Expires February 20, 2011

[Notarial Seal]

**EXHIBIT A**

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of August 25, 2010

**THE UNITS**

**Equipment Description:** Eighteen (18), 100-ton, 52' 6" mill gondolas, 2,245 cubic foot capacity, 4'6" sides, built by Ortner in 1979

#	AAR Car Type	Mark	Number
1	E534	HLMX	12438
2	E534	HLMX	12400
3	E534	HLMX	12412
4	E534	HLMX	12415
5	E534	HLMX	12428
6	E534	HLMX	12431
7	E534	HLMX	12441
8	E534	HLMX	12442
8	E534	HLMX	12448
10	E534	HLMX	12452
11	E534	HLMX	12457
12	E534	HLMX	12459
13	E534	HLMX	12463
14	E534	HLMX	12470
15	E534	HLMX	12475
16	E534	HLMX	12483
17	E534	HLMX	12492
18	E534	HLMX	12497