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# HELM FINANCIAL CORPORATION

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March 24, 2011

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 March 23, 2011 ("**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:

Ten (10) GP38-3 Locomotives: HLCX 902, 912, 914, 915, 1009, 1011, 1015, 1020, 1023 and 3875.

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

Partial Termination of Security Interest

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

Yours truly,

  
Sharon L. Van Fossan  
Supervisor Contract Administration

lsvf  
Attachment

RECORDATION NO. 25701-FFF FILED

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PARTIAL TERMINATION OF SECURITY INTEREST

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of March 23, 2011, and is made by CREDIT SUISSE ("Credit Suisse"), as the Collateral Agent ("Collateral Agent") for the Secured Parties (as defined in the GCLA 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 mark 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 "GCLA") 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 third parties (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 Unit created by the Memorandum and the GCLA.

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 GCLA and each of the Credit Agreements (as defined in GCLA).

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 GCLA. 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 (i.k.a. "Credit Suisse, Cayman Islands Branch"), as Administrative Agent and Collateral Agent.

By: [Signature]  
Print Name: BILL O'DAY  
DIRECTOR  
Its: \_\_\_\_\_

By: [Signature]  
Print Name: Christopher Roo Day  
Vice President  
Its: \_\_\_\_\_

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

On MARCH 23, 2011, 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.

MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 01BU6055282  
Qualified in New York County  
Commission Expires February 20, 2015  
Witness my hand and official seal.  
[Signature]  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On MARCH 23, 2011, before me, MARJORIE E. BULL, personally appeared CHRISTOPHER RED DAY, VICE PRESIDENT 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.

MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 01BU6055282  
Qualified in New York County  
Commission Expires February 20, 2015  
Witness my hand and official seal.  
[Signature]  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**EXHIBIT A**

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of March \_\_, 2011

**THE UNITS:**

**Description of Units:** Ten (10) GP38-3 locomotives.

	<b>Mark</b>	<b>Number</b>
1	HLCX	902
2	HLCX	912
3	HLCX	914
4	HLCX	915
5	HLCX	1009
6	HLCX	1011
7	HLCX	1015
8	HLCX	1020
9	HLCX	1023
10	HLCX	3875