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SURFACE TRANSPORTATION BOARD

# HELM

## FINANCIAL CORPORATION

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

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June 6, 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 April 27, 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) SD40-2 Locomotives: HLCX 7043, 7165, 7834, 7835, 7840, 7841, 7844, 7890, 7896 and 7918.  
Two (2) GP60 Locomotives: HLCX 7700 and 7701.

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



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

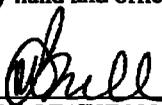
On APRIL 27, 2011, before me, MARJORIE E. BULL, personally appeared BILL O'DALY, DIRECTOR of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH (f.k.a. "Credit Suisse, Cayman Islands Branch").

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.

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, 2015

[Notarial Seal]

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

On APRIL 27, 2011, before me, MARJORIE E. BULL, personally appeared CHRISTOPHER LEO 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.

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, 2015

[Notarial Seal]

**EXHIBIT A**

**To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of April 27, 2011**

**THE UNITS:**

**Description of Units:** Ten (10) SD40-2 locomotives.

	<b>Mark</b>	<b>Number</b>
1	HLCX	7043
2	HLCX	7165
3	HLCX	7834
4	HLCX	7835
5	HLCX	7840
6	HLCX	7841
7	HLCS	7844
8	HLCX	7890
9	HLCX	7896
10	HLCX	7918

**Description of Units:** Two (2) GP60 locomotives.

	<b>Mark</b>	<b>Number</b>
1	HLCX	7700
2	HLCX	7701