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RECORDATION NO. 15764-C FILED 1425

OCT 4 1989 -9 50 AM

INTERSTATE COMMERCE COMMISSION

OCT 4 9 41 AM '89  
MOTOR OPERATING UNIT

October 4, 1989

9-277A001

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Non-Recourse Note and Security Agreement dated as of September 1, 1989, between the following parties:

Secured Party: First National Bank of Louisville

Debtor: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

This agreement amends a previous Non-Recourse Note & Security Agreement which was filed under ICC Recordation #15764.

Please file this Amendment as ICC Recordation #15764-C. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*C. Decker [unclear] Mary A. Oster*

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MEMORANDUM OF  
NON-RECOURSE NOTE AND SECURITY AGREEMENT  
STATE COMMERCE COMMISSION

THIS MEMORANDUM OF NON-RECOURSE NOTE & SECURITY AGREEMENT is intended to evidence the amendment of the Non-Recourse Note & Security Agreement dated as of August 8, 1988 (the "Note and Security Agreement") between Helm Financial Corporation a California corporation (the "Maker") and First National Bank of Louisville, (the "Bank") previously filed with the Interstate Commerce Commission for the purpose of satisfying their requirements of recordation under Section 49 of U.S.C. 11303, bearing Recordation #15764-A, dated October 12, 1988.

The Bank has agreed to the release of their security interest in the open top hopper cars more fully described in Annex A to the previously filed Memorandum and the substitution of the open top coal hopper railcars described in the attached Amended Annex A. (the "Units")

The Maker has granted a security interest in the Units to the Bank upon the terms and conditions provided in the Note and Security Agreement, attached to the original Memorandum as Annex B.

IN WITNESS WHEREOF, the Maker and the Bank, each pursuant to authority, have executed this Memorandum of Note and Security Agreement, as of the 1st day of September, 1989.

MAKER  
HELM FINANCIAL CORPORATION  
BY: [Signature]  
TITLE: PRESIDENT

BY: [Signature]  
TITLE: Executive Vice President

BANK  
FIRST NATIONAL BANK OF LOUISVILLE  
BY: [Signature]  
TITLE: VICE PRESIDENT

Amended

Annex A

To

**MEMORANDUM OF NON-RECOURSE NOTE & SECURITY AGREEMENT**

Dated as of September 22, 1988  
Amended as of September 1, 1989

Equipment Description

4,000 cubic foot, 100-ton capacity, five-pocket, rapid discharge open top coal hopper railcars with Electro-pneumatically controlled hopper gates. Built by Ortner circa 1971 and 1977.

Equipment Numbers

HLMX 601	HLMX 627	HLMX 653	HLMX 679
602	628	655	680
603	629	656	681
604	630	657	682
605	631	658	683
606	632	659	684
607	633	660	685
608	634	661	686
609	635	662	688
610	636	663	690
611	637	664	691
612	638	665	696
613	639	666	697
614	640	667	698
615	641	668	699
616	642	669	704
617	643	670	705
618	644	671	708
619	646	672	712
620	647	673	714
621	648	674	715
622	649	675	716
624	650	676	718
625	651	677	719
626	652	678	723

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STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

I LYNDA A. HERSKOVITZ, a Notary Public in and for the state and county aforesaid, do hereby certify that RICHARD C. KIRCHNER & WILLIAM M. PETERSON, of HELM FINANCIAL CORPORATION, a California corporation whose names <sup>are</sup> subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they <sup>are</sup> PRESIDENT & EXEC. VICE PRESIDENT they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as ~~his~~ <sup>their</sup> free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 27<sup>th</sup> day of SEPTEMBER, 1989.



Lynda A. Herskovitz  
Notary Public

My commission expires:

July 16, 1993

STATE OF KENTUCKY )  
 ) ss.  
COUNTY OF JEFFERSON )

I Kimberly Sells, a Notary Public in and for the state and county aforesaid, do hereby certify that MANUEL SCOTT, of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Vice President he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 14<sup>th</sup> day of September, 1989.

Kimberly Sells  
Notary Public

My commission expires:

9-27-93