

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. **17312** FILED 1425

VIA AIR COURIER

MAY 17 1991 -3 05 PM

1-137A046

INTERSTATE COMMERCE COMMISSION

May 16, 1991

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

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of May 13, 1991 between the following parties:

Maker: National Railroad Passenger Corporation
400 N. Capital Street
Washington DC 20001

Secured Party: Helm Financial Corporation
One Embarcadero Center, 35th Floor
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: GP40-2
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto
Karen Rahnasto
Fleet Operations Administrator

MAY 17 2 57 PM '91

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/17/91

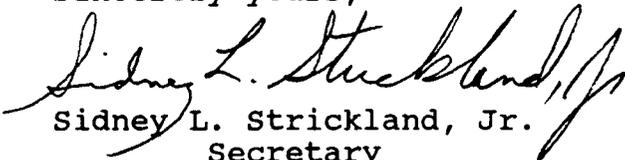
OFFICE OF THE SECRETARY

Karen Rahnasto
Fleet Operations Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/17/91 at 3:05PM, and assigned recordation number(s). 17312 and 17313.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MAY 17 1991 -3 05 PM

MEMORANDUM OF INTERSTATE COMMERCE COMMISSION
NOTE AND SECURITY AGREEMENT

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of May 13, 1991 (the "Note and Security Agreement") between National Railroad Passenger Corporation, a District of Columbia corporation (the "Maker"), and Helm Financial Corporation, a California corporation (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Debtor is the owner of the Locomotives more fully described in Annex A hereto (the "Equipment"). The Debtor has granted a security interest in the Equipment to the Secured Party upon the terms and conditions provided in the Note and Security Agreement, attached hereto as Annex B.

IN WITNESS WHEREOF, the Debtor and the Secured Party, each pursuant to due authority, have executed this Memorandum of Note and Security Agreement, as of this 13th day of May, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: [Signature]
Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: [Signature] ^{AW}
Title: President

This document is a true and correct copy of the original Memorandum of Note and Security Agreement dated as of May 13, 1991.

Notary Public: Karen Staudenmaier
My Commission Expires: July 26, 1993

(Notarial Seal)



TO MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF May 13, 1991

Equipment Description

GP 40 - 2

Equipment Numbers

Amtrak - 663
Old - 2020

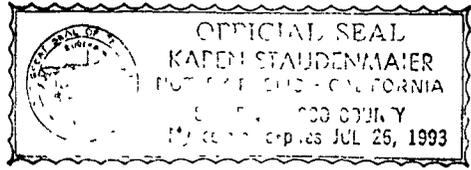
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 16th day of May, 1991, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



DISTRICT OF COLUMBIA)
) S
)

On this 13th day of May, 1991, before me personally appeared Richard I. Klein, to me personally known, who, being by me duly sworn, says that he is Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John W. [Signature]
Notary Public

My Commission Expires: 1-1-95

[Notarial Seal]

EXHIBIT "A"
TO
NOTICE OF ASSIGNMENT BY
U.S. RAILCAR, INC.
TO
THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY

(Attach copies of the PLE Agreement(s))