HELM
FINANCIAL CORPORATION

One Embarcadero Center · San Francisco, CA 94111
415/398-4510

VIA AIR COURIER

1-154A143

May 28, 1991

17361
RECORDATION NO. _____ FILED 1425

JUN 3 1991 -2 35 PM

INTERSTATE COMMERCE COMMISSION

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 Note and Security Agreement dated as of May 17, 1991 between the following parties:

Debtor: National Railroad Passenger Corporation
400 North Capital Street
Washington, D.C. 20001

Secured Party: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: GP 40-2 Locomotive
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

Enclosures

JUN 3 2 29 PM '91
RECORDATION UNIT

6/4/91

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Karen Rahnasto
Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 6/3/91 at 2:35pm, and assigned recordation number(s). 17361

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

17361
RECORDATION NO. FILED 1425

JUN 3 1991 -2 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
NOTE AND SECURITY AGREEMENT

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of May 17, 1991 (the **"Note and Security Agreement"**) between National Railroad Passenger Corporation , a Disrtict 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 17th day of May, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: _____

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: _____

Title: President

This document is a true and correct copy of the original Memorandum of Note and Security Agreement dated as of May 17, 1991.

Notary Public: Karen Staudenmaier

My Commission Expires: July 26, 1993

(Notarial Seal)

F:\WP\LARONDA\FD\AMTR.P&S

OFFICIAL SEAL
KAREN STAUDENMAIER
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires JUL 26, 1993

MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF May 17, 1991

Equipment Description	Equipment Numbers
GP 40 - 2	Amtrak - 602 Old - 2007

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 21st day of May, 1991, before me personally appeared Richard C. Kirchneto 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]

OFFICIAL SEAL
KAREN STAUDENMAIER
NOTARY PUBLIC
SAN FRANCISCO COUNTY
My comm. expires JUL 26, 1993

DISTRICT OF COLUMBIA)
) S
)

On this 17th 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.

Notary Public

My Commission Expires: 1-1-95

[Notarial Seal]

F:\WP\LARONDA\JFD\AMTR.P&S