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**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

July 12, 1991

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

17437  
REGISTRATION NO. FILED 1425

JUL 16 1991 -2 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of June 28, 1991 between the following parties:

Debtor: National Railroad Passenger Corporation  
400 North Charles 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 #Amtrak-653/  
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

KR:po

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MEMORANDUM OF  
NOTE AND SECURITY AGREEMENT STATE COMMERCE COMMISSION

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of June 25, 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 25th day of June, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: [Signature]

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: [Signature]

Title: President

**MEMORANDUM  
OF NON-RECOURSE  
NOTE AND SECURITY AGREEMENT  
DATED AS OF June 25, 1991**

Equipment Description

GP 40 CLC

Equipment Numbers

Amtrak - 651

Old - 3108

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 2nd day of July, 1991, before me personally appeared Richard I. Kirchner 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 )  
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On this 25th day of June, 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. Drumbell Jr.  
Notary Public

My Commission Expires: 1-1-95  
[Notarial Seal]