

HELM
FINANCIAL CORPORATION

1-206A029

One Embarcadero Center - San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

July 24, 1991

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

17454
RECORDATION NO _____ FILED 1425

JUL 25 1991 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of July 15, 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 ⁶⁵⁴~~54~~
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

JUL 25 1 52 PM '91

Interstate Commerce Commission
Washington, D.C. 20423

7/25/91

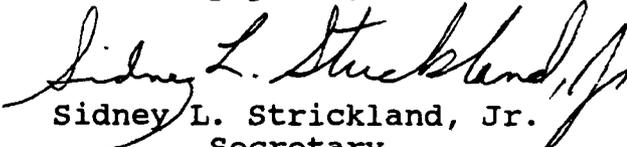
OFFICE OF THE SECRETARY

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

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/25/91 at (See Below) , and assigned recordation number(s). 17454 (received 1:55PM) and 17455 (received 2:20PM).

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

**MEMORANDUM OF
NOTE AND SECURITY AGREEMENT**

JUL 25 1991 -1 55 PM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of July 15, 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.

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 15th day of July, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: [Signature]

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: [Signature]

Title: President

This document is a true and correct copy of the original Memorandum of Note and Security Agreement dated as of July 15, 1991.

Notary Public: Karen Staudenmaier

My Commission Expires: July



**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF July 15, 1991**

Equipment Description

Equipment Numbers

GP 40 CLC

Amtrak - 654

Old - 3116