

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

1-231A015

VIA AIR COURIER

August 16, 1991

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

17485

RECORDATION NO. _____ FILED IN

AUG 19 1991 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of August 5, 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: (1) GP40-2 Locomotive # Amtrak 660

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

Sincerely,



Karen Rahnasto *PR*
Fleet Operations Administrator

Enclosures

AUG 19 11 28 AM '91
HOTEL OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

8/19/91

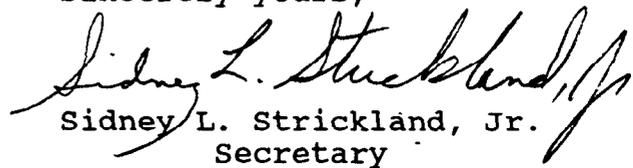
OFFICE OF THE SECRETARY

Karen Rahnasto
Fleet Operations Administrator
Helm Financial Corporation ^{1/2}
One Embarcadero Center
San Francisco, California 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 8/19/91 at 11:35am, and assigned recordation number(s). 17485

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17485

RECEIVED BY _____

AUG 19 1991 - 11 35 AM

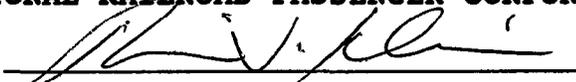
**MEMORANDUM OF
NOTE AND SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION**

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of August 5, 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 5th day of August, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: 

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: 

Title: President

**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF August 5, 1991**

Equipment Description

Equipment Numbers

GP 40`CLC

Amtrak - - 660

Old - 324

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 7th day of August, 1991, before me personally appeared Richard C. Murchio 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 5th day of August, 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 J. [Signature]
Notary Public

My Commission Expires: 1-1-95

[Notarial Seal]