

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

1-252A050

September 6, 1991 • 17519

REGISTRATION NO. _____ FILED 1425

SEP 9 1991 -2 22 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 August 22, 1991 between the following parties:

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

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

The equipment involved in this transaction is as follows:

Equipment: GP 40-2 Locomotive (Amtrak #658)
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
Fleet Operations Administrator

Enclosures

SEP 9 2 20 PM '91
MOTOR OPERATING UNIT

SEP 9 1991 -2 25 PM

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

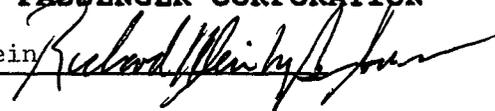
THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of August 22, 1991 (the "Note and Security Agreement") between National Railroad Passenger Corporation, a District of Columbia corporation (the "Maker"), and Helm Financial Corporation, a California 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 22nd day of August, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: Richard I. Klein

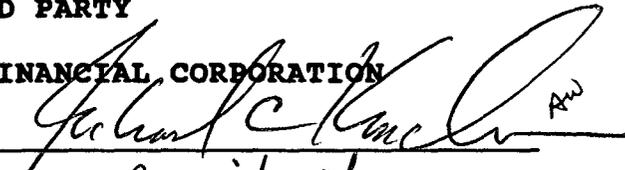


Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: _____



Title: President

**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF August 22, 1991**

Equipment Description

Equipment Numbers

GP 40 CLC

Amtrak - 658

Old - 321

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of August, 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 22nd 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 W. Jewell
Notary Public

My Commission Expires:

1-1-95

[Notarial Seal]

C. K. Industries, Inc. _____

5/9/91
Recordation No. 17300

(Filed pursuant to
Provisions of 323
Interstate Commerce Act.)

Consolidated Rail Corp.

5/19/91 17301

Recordation No. #-----

(Filed pursuant to the
Provisions of Section 523
Interstate Commerce Act

Paper, Richard D. _____

5/9/91 17302

Recordation No. W. _____

(Filed pursuant to the
Provisions of Section 523
Interstate Commerce Act

5/9/91 — 17302A

7/21/92 — 17302-B

Cornell Finance Company

5/10/91

17303
Recordation No. W

(Filed pursuant to the
Provisions of Section 523
Interstate Commerce Act)

Cornell Finance Company, Inc. 5/10/11

Recordation No. W-----

(Filed pursuant to the
Provisions of Section 523
Interstate Commerce Act)

Superior Transportation Systems, Inc.

5/13/91 17305

Recordation No. W-----

(Filed pursuant to the
Provisions of Section 323
Interstate Commerce Act

5-9-94 — 17305-A

5-12-94 — 17305-B

5-26-94 — 17305-C

7-7-94 — 17305-D

8-15-94 — 17305-E

Arizona + California Railroad Co. 5/14/91

1130
Recordation No. W.
(Filed pursuant to the
Provisions of Section 323
Interstate Commerce Act)

New Jersey Transit Corporation

3/16/91

17310

Recordation No. 2

(Filed pursuant to the
Provisions of Section 323
Interstate Commerce Act)

2-10-98-17310-A

Kyle Railways, Inc (Borrower) + Kyle Railroad Co
(Collateral Owner)

5/17/91 17311

Recordation No. -----

(Filed pursuant to the
Provisions of Section 323
Interstate Commerce Act)

10-7-91-17311-A

9-27-93-17311-B

National Railroad Passenger Corp.

5/17/91

17312

Recordation No. _____

(Filed pursuant to the
Provisions of Section 82
Interstate Commerce Act)