

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

October 1, 1991

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

17553
REGISTRATION NO. _____ FILED 10/2

OCT 2 1991 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of September 24, 1991 between the following parties:

Secured Party: Helm Financial Corporation
One Embarcadero Center 35th Floor
San Francisco, CA 94111

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

The equipment involved in this transaction is as follows:

Equipment: (1) GP40-2 Locomotive # Amtrak 659
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

OCT 2 1991 - 1 40 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 September 24, 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 24th day of September, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: [Signature] Richard I. Klein

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: [Signature]

Title: _____

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 27th day of September, 1991, before me personally appeared Richard C. Kuehner, 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 Studermaier
Notary Public

My Commission Expires: July 26, 1993
[Notarial Seal]



DISTRICT OF COLUMBIA)
) S
)

On this 25th day of SEPTEMBER, 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. [Signature]
Notary Public

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

**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF September 24, 1991**

Equipment Description

Equipment Numbers

GP 40 CLC

Amtrak - 659

Old - 323