

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

December 16, 1991

1-351A016

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

REGISTRATION NO. 17631 FILED 1425

DEC 17 1991 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of October 25, 1991 between the following parties:

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

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

The equipment involved in this transaction is as follows:

Equipment: (1) GP40 Locomotive Amtrak #656
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,

Karen Rahnasto
Karen Rahnasto
Fleet Operations Administrator

DEC 17 1 25 PM '91
RECORDATIONS UNIT

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

12/17/91

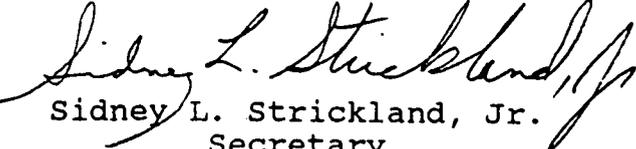
OFFICE OF THE SECRETARY

Karen Rahnasto
Fleet Operations Administrator
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 12/17/91 at 1:30PM , and assigned recordation number(s) 17631 and 17632.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION # 1631 FILED 125

DEC 17 1991 1:22 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF
NOTE AND SECURITY AGREEMENT**

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

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 October, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

BY: [Signature]
Richard I. Klein
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 October 25, 1991.

Notary Public: Karen Staudenmaier

My Commission Expires: July 26, 1993



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

Equipment Description

Equipment Numbers

GP 40 CLC

Amtrak - 656

Old - 3072