

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

17632

RECORDATION NO

FILED 1425

DEC 17 1991 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

December 16, 1991

1-351A016

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 November 6, 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 #655  
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

Enclosures

DEC 17 1 26 PM '91  
MOTOR OPERATING UNIT

DEC 17 1991 - 1 02 PM

MEMORANDUM OF INTERSTATE COMMERCE COMMISSION  
NOTE AND SECURITY AGREEMENT

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of November 6, 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 November 6, 1991



Notary Public: Karen Staudenmaier  
My Commission Expires: July 26, 1993

**MEMORANDUM  
OF NON-RECOURSE  
NOTE AND SECURITY AGREEMENT  
DATED AS OF November 6, 1991**

Equipment Description

Equipment Numbers

CP 40 CLC

Amtrak - 655

Old - 3117