

# Arent, Fox, Kintner, Plotkin & Kahn

Washington Square 1050 Connecticut Avenue, N.W.

Washington, D.C. 20036-5339

RECORDATION NO. 1 5141/B Filed & Recorded  
RECORDATION NO. 1 5141/A Filed & Recorded  
RECORDATION NO. 1 5141 Filed & Recorded

DEC 31 1986 9-50 AM

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DEC 31 1986 9-50 AM

John D. Hushon

(202) 857-6000

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

December 31, 1986

JDH-84/457

INTERSTATE COMMERCE COMMISSION

No. 6-305A010

Date DEC 31 1986

Fee \$ 30.00

ICC Washington, D. C.

Secretary,  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sirs:

I enclose for recordation in accordance with 49 U.S.C. §11303 executed and notarized copies of a Security Agreement dated December 30, 1986 but as of December 31, 1986, a Memorandum of Lease dated as of December 16, 1986 and an Assignment Agreement dated December 16, 1986. The names and addresses of the parties to the above documents are as follows:

1. Security Agreement

Grantors:

PLM Transportation Equipment Partners VIIID 1985 Leveraged Fund, a California Limited Partnership, and PLM Investment Management, Inc., a California corporation  
655 Montgomery Street, Suite 1200  
San Francisco, California 94111  
Attention: Robert S. Leichtner  
Vice President and General Counsel

Secured Party:

Citicorp Industrial Credit, Inc.  
Citicorp Center  
One Sansome Street, 28th Floor  
San Francisco, California 94104  
Attn: Equipment Finance Division

Equipment Covered:

Eleven 5-Platform Bulkheaded Intermodal Container Flat railroad cars bearing car numbers SP513350 to and including SP513360.

*Handwritten signatures and notes on the left margin.*

DEC 31 9 10 AM '86

Secretary, Interstate Commerce Commission  
December 31, 1986  
Page Two

2. Memorandum of Lease Agreement for Railroad Cars

Lessor:

PLM Investment Management, Inc.  
655 Montgomery Street, Suite 1200  
San Francisco, California 94111

Lessee:

Greenbrier Leasing Corporation  
One Centerpoint Drive, Suite 200  
Lake Oswego, Oregon 97034

Equipment Covered:

Eleven 5-Platform Bulkheaded Intermodal Container Flat  
railroad cars bearing car numbers SP513350 to and  
including SP513360.

Assignor: Greenbrier Leasing Corporation

3. Assignment Agreement

Assignor: Greenbrier Leasing Corporation

Assignee:

PLM Investment Management, Inc. as agent for  
PLM Transportation Equipment Partners VIIID 1985  
Leverage Fund, a California limited partnership  
655 Montgomery Street, Suite 1200  
San Francisco, California 94111  
Attn: Robert S. Leichtner,  
Vice President and General Counsel

Equipment Covered:

Eleven 5-Platform Bulkheaded Intermodal Container Flat  
railroad cars bearing car numbers SP513350 to and  
including SP513360.

One previous filing has been made with the ICC with  
respect to the railroad cars described above on December 17,  
1986 (Document No. 15122).

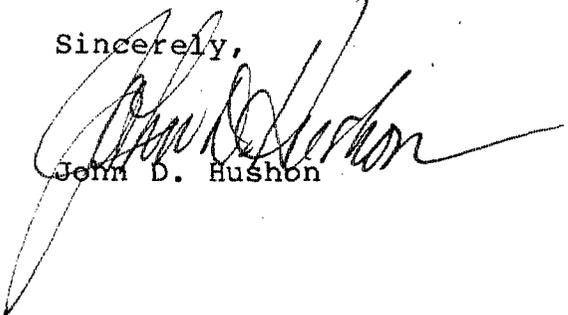
A filing fee of \$30 is enclosed. I would appreciate  
your filing one counterpart of the foregoing three documents  
under the provisions of 49 U.S.C. §11303 and stamping the  
additional copies of each of the documents for return to the

Secretary, Interstate Commerce Commission  
December 31, 1986  
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parties involved in the transaction. We would also appreciate your returning to us a stamped copy of this transmittal letter, which is enclosed.

The undersigned certifies that he is acting as special ICC counsel in this transaction, that he has reviewed the above described documents and that the summary description contained in this transmittal letter is accurate.

Sincerely,



John D. Hushon

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

12/31/86

OFFICE OF THE SECRETARY

John D. Hushon  
Arent, Fox, Kintner, Plotkin & Kahn  
Washington, Square  
1050 Conn. Ave. N.W.  
Washington, D.C. 20036-5339

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 12/31/86 at 9:50am, and assigned re-  
recording number(s). 15141, 15141-A & 15141-B

Sincerely yours,

*Norata L. McGehee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 1 5141 <sup>A</sup>  
Filed & Recorded

DEC 31 1986 8:50 AM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSEE")

AND

PLM INVESTMENT MANAGEMENT, INC. ("LESSOR")

December 16, 1986

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Memorandum of a Lease Agreement made and entered into as of December 16, 1986 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessee") and PLM Investment Mangement, Inc., a California corporation, ("Lessor").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eleven (11) five-platform bulkhead intermodal container flatcars bearing railroad reporting markings SP 513350 through SP 513360, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Warrior M. Webb, V.P.

PLM INVESTMENT MANAGEMENT, INC.

By: Sam Byn

STATE OF OREGON )  
 )  
COUNTY OF CLACKAMAS )

On this 16th day of December 1986, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO )

On this 26 day of December 1986, before me personally appeared Stephen Bess, to me personally known, who being by me duly sworn, says that he is Vice President of ~~Southern PLM Investment Management Pacific Transportation Company, Inc.~~ Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kathleen Daniels  
NOTARY PUBLIC

My commission expires:

