



PLM FINANCIAL SERVICES, INC.

655 Montgomery Street  
Twelfth Floor  
San Francisco, CA 94111

415:889 1860  
Telex 34430

VIA FEDERAL EXPRESS

October 14, 1987

RECORDATION NO. 8569  
FILED 1425

10/15/87  
10.00

Interstate Commerce Commission  
12th and Constitution Avenue  
Washington, D.C. 20423

OCT 15 1987 -4 00 PM

100 Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Dear Sir/Madam:

Please find enclosed for filing with the Interstate Commerce Commission an original and copy of the notarized Memorandum of Purchase and Sale and Lease Assignment confirming that Glenfed Financial Corporation ("Glenfed"), the successor in interest by merger to Armco Leasing Corporation, has sold, assigned, transferred and delivered to PLM Equipment Growth Fund II, a California limited partnership ("PLM"), all of Glenfed's rights, title and interests to two hundred ninety-six boxcars bearing marks MEC 31450 through MEC 31749 inclusive, but specifically excluding MEC 31589, MEC 31617, MEC 31632 and MEC 31704, and all of Glenfed's rights, title and interests in, under and to that certain Railroad Equipment Lease Agreement, dated as of June 1, 1976, Interstate Commerce Commission recordation number 8569.

The address of Glenfed is 12720 Hillcrest Road, Suite 700, Dallas, Texas 75230. The address of PLM is 655 Montgomery Street, 12th Floor, San Francisco, California 94111.

Please arrange for the enclosed filing and return a stamped copy to us at your earliest convenience. We have also enclosed a check in the amount of \$10.00 to cover the appropriate filing fees.

Sincerely yours,

Stephen Pochos  
Assistant General Counsel

1s  
Enclosure  
101487-7

cc: Douglas P. Goodrich  
Robert N. Tidball  
Robert S. Leichtner

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/19/87

Stephen Pochos  
Assist. Gen. Counsel  
PLM Financial Service, Inc.  
655 Montgomery St. 12th Fl.  
San Francisco, Calif. 94111

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 10/15/87 at 4:00pm, and assigned recordation number(s). 8569-A

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

EXHIBIT D  
MEMORANDUM  
OF  
PURCHASE AND SALE  
AND  
LEASE ASSIGNMENT

RECORDATION NO. 85691A Form 1425

OCT 15 1987 -4 00 PM

INTERSTATE COMMERCE COMMISSION

The undersigned hereby confirm that (a) a Purchase and Sale Agreement, dated as of September 29, 1987, and (b) an Assignment and Assumption of Lease Agreement dated September 29, 1987, have been entered into whereby Glenfed Financial Corporation (the successor in interest by merger to Armco Leasing Corporation), a California corporation ("Assignor") has sold, assigned, transferred and delivered to PLM Equipment Growth Fund II, a California limited partnership, (i) all of Assignor's rights, title and interests to the Equipment (as defined below), and (ii) all of Assignor's rights, title and interests in, under and to that certain Railroad Equipment Lease Agreement, dated as of June 1, 1976, I.C.C. recordation number 8569, between Assignor, as owner, and Maine Central Railroad Company, a Maine corporation, as user, relating to two hundred ninety-six (296) XM, 50'6", Plate C boxcars built by FMC in 1976, bearing marks MEC 31450 through MEC 31749 inclusive, but specifically excluding MEC 31589, MEC 31617, MEC 31632 and MEC 31704 (the "Equipment"), and all payments and other sums due and to become due thereunder.

GLENFED FINANCIAL CORPORATION

By: *John T. Raney*  
Vice President  
Title: Special Funding Division

PLM EQUIPMENT GROWTH FUND II,  
a California limited partnership

By: PLM Financial Services, Inc.  
general partner

By: *Ronald A. Fischer*  
Title: Vice President

STATE OF TEXAS )  
COUNTY OF Dallas ) ss

On this 13th day of October, in the year 1987, before me, Brenda Shew, a Notary Public, State of Texas duly licensed and sworn, personally appeared John S. Leichter, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as Vice President on behalf of Glenfed Financial Corporation and acknowledged to me that Glenfed Financial Corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Texas, County of Dallas, on the date set forth above in this certificate.



BRENDA SHEW  
Notary Public, State of Texas  
My Commission Expires Aug. 29, 1990

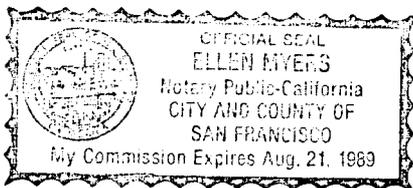
Brenda Shew  
Notary Public, State of Texas

My commission expires 8-29-90

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO ) ss

On this 14th day of OCTOBER, in the year 1987, before me, ELLEN MYERS, a Notary Public, State of California duly licensed and sworn, personally appeared ROBERT S. LEICHTNER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as VICE PRESIDENT on behalf of PLM Financial Services, Inc., as general partner of PLM Equipment Growth Fund II, a California limited partnership, and acknowledged to me that PLM Financial Services, Inc., as general partner for PLM Equipment Growth Fund II, a California limited partnership, corporation executed the within instrument, pursuant to its by-laws or a resolution of its board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the STATE OF CALIFORNIA, County of San Francisco, on the date set forth above in this certificate.



Ellen Myers  
Notary Public, State of California

My commission expires 8-21-89