

1 5875

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

OCT 12 1988 1 02 PM

TELEPHONE (202) 663-6000
FACSIMILE (202) 293-0074,
293-5929, 429-4930, 429-6893
TELEX 440239 WCP1 U,
892402 WICRNG WSH
ABA NET ABA1354
SOURCE WCP001

INTERSTATE COMMERCE COMMISSION
EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL
LONDON SW1Y 5AA, ENGLAND
TELEPHONE 011 (44) 839-4466
FACSIMILE 011 (44) 839-3537
TELEX 8813918 WCP LON

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
663-6093

8-286A0005

No.
Date OCT 12 1988

October 12, 1988

Fee \$ 13.00

ICC Washington, D. C.

Dear Ms. McGee:

On behalf of Heller Financial, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a primary document, not previously recorded, entitled Memorandum of Security Agreement ("Security Agreement"), executed October 11, 1988.

The parties to the enclosed Security Agreement are:

- Heller Financial, Inc. - Secured Party
200 North LaSalle Street
Chicago, Illinois 60601
- PLM Passive Income Investors 1988 - Debtor
655 Montgomery Street
Suite 1200
San Francisco, California 94111

Oct 12 12 51 PM '88

The said Security Agreement, among other things, acts as a grant by the Debtor to the Secured Party of a security interest in all of Debtor's right, title and interest in and to certain identified railroad equipment.

The equipment covered by the Security Agreement is two hundred and fifty-eight (258) pressurized tank cars as identified in Exhibit A thereto, a copy attached hereto.

A short summary of the document to appear in the ICC Index is as follows:

"Covers 258 pressurized tank cars."

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Handwritten notes and signatures on the left margin, including a large signature that appears to be 'H. Harrison'.

- 2 -

Once the filing has been made, please return to bearer the stamped counterparts of the Security Agreement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
Heller Financial, Inc.

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

EXHIBIT A

Manufacturer			Car Number		CAR TYPE
-----			-----		-----
1	Richmond	Tank Car	NATX	30010	112J400W
2	Richmond	Tank Car	NATX	30029	112J400W
3	Richmond	Tank Car	RTMX	3420 v	105J300W
4	Richmond	Tank Car	RTMX	3427	105J300W
5	Richmond	Tank Car	RTMX	3430	105S300W
6	Richmond	Tank Car	RTMX	3488	105S300W
7	Richmond	Tank Car	RTMX	3489	105S300W
8	Richmond	Tank Car	RTMX	3491	105S300W
9	Richmond	Tank Car	RTMX	3492	105S300W
10	Richmond	Tank Car	RTMX	3494	105S300W
11	Richmond	Tank Car	RTMX	3496	105S300W
12	Richmond	Tank Car	RTMX	3498	105S300W
13	Richmond	Tank Car	RTMX	3499	105S300W
14	Richmond	Tank Car	RTMX	3500	105S300W
15	Richmond	Tank Car	RTMX	3501	105S300W
16	Richmond	Tank Car	RTMX	3502	105S300W
17	Richmond	Tank Car	RTMX	3503	105S300W
18	Richmond	Tank Car	RTMX	3507	105S300W
19	Richmond	Tank Car	RTMX	3510	105S300W
20	Richmond	Tank Car	RTMX	3511	105S300W
21	Richmond	Tank Car	RTMX	3513	105S300W
22	Richmond	Tank Car	RTMX	3517	105J300W
23	Richmond	Tank Car	RTMX	3519	105S300W
24	Richmond	Tank Car	RTMX	3520	105S300W
25	Richmond	Tank Car	RTMX	3522	105S300W
26	Richmond	Tank Car	RTMX	3526	105S300W
27	Richmond	Tank Car	RTMX	3527	105S300W
28	Richmond	Tank Car	RTMX	3530	105S300W
29	Richmond	Tank Car	RTMX	3531	105S300W
30	Richmond	Tank Car	RTMX	3533	105S300W
31	Richmond	Tank Car	RTMX	3534	105S300W
32	Richmond	Tank Car	RTMX	3735	105S300W
33	Richmond	Tank Car	RTMX	3736	105S300W
34	Richmond	Tank Car	RTMX	3737	105S300W
35	Richmond	Tank Car	RTMX	3738	105S300W
36	Richmond	Tank Car	RTMX	3739	105S300W
37	Richmond	Tank Car	RTMX	3740	105S300W
38	Richmond	Tank Car	RTMX	3741	105S300W
39	Richmond	Tank Car	RTMX	3742	105S300W
40	Richmond	Tank Car	RTMX	3743	105S300W
41	Richmond	Tank Car	RTMX	3744	105S300W
42	Richmond	Tank Car	RTMX	3745	105S300W
43	Richmond	Tank Car	RTMX	3746	105S300W
44	Richmond	Tank Car	RTMX	3747	105S300W
45	Richmond	Tank Car	RTMX	3748	105S300W
46	Richmond	Tank Car	RTMX	3749	105S300W
47	Richmond	Tank Car	RTMX	3750	105S300W
48	Richmond	Tank Car	RTMX	3751	105S300W
49	Richmond	Tank Car	RTMX	3752	105S300W
50	Richmond	Tank Car	RTMX	3753	105S300W
51	Richmond	Tank Car	RTMX	3754	105S300W
52	Richmond	Tank Car	RTMX	3755	105S300W
53	Richmond	Tank Car	RTMX	3756	105S300W
54	Richmond	Tank Car	RTMX	3757	105S300W

EXHIBIT A

Manufacturer	Car Number	CAR TYPE
55 Richmond Tank Car	RTMX 3758	105S300W
56 Richmond Tank Car	RTMX 3759	105S300W
57 Richmond Tank Car	RTMX 3760	105S300W
58 Richmond Tank Car	RTMX 3761	105S300W
59 Richmond Tank Car	RTMX 3762	105S300W
60 Richmond Tank Car	RTMX 3763	105S300W
61 Richmond Tank Car	RTMX 3764	105S300W
62 Richmond Tank Car	RTMX 3765	105S300W
63 Richmond Tank Car	RTMX 3766	105S300W
64 Richmond Tank Car	RTMX 3767	105S300W
65 Richmond Tank Car	RTMX 3768	105S300W
66 Richmond Tank Car	RTMX 3769	105S300W
67 Richmond Tank Car	RTMX 3770	105S300W
68 Richmond Tank Car	RTMX 3771	105S300W
69 Richmond Tank Car	RTMX 3772	105S300W
70 Richmond Tank Car	RTMX 3773	105S300W
71 Richmond Tank Car	RTMX 3774	105S300W
72 Richmond Tank Car	RTMX 3775	105S300W
73 Richmond Tank Car	RTMX 3776	105S300W
74 Richmond Tank Car	RTMX 3777	105J300W
75 Richmond Tank Car	RTMX 3778	105S300W
76 Richmond Tank Car	RTMX 3779	105S300W
77 Richmond Tank Car	RTMX 3780	105S300W
78 Richmond Tank Car	RTMX 3781	105S300W
79 Richmond Tank Car	RTMX 3782	105S300W
80 Richmond Tank Car	RTMX 3783	105S300W
81 Richmond Tank Car	RTMX 3784	105S300W
82 Richmond Tank Car	RTMX 3785	105S300W
83 Richmond Tank Car	RTMX 3786	105S300W
84 Richmond Tank Car	RTMX 3787	105S300W
85 Richmond Tank Car	RTMX 3788	105S300W
86 Richmond Tank Car	RTMX 3789	105S300W
87 Richmond Tank Car	RTMX 3790	105S300W
88 Richmond Tank Car	RTMX 3791	105S300W
89 Richmond Tank Car	RTMX 3792	105S300W
90 Richmond Tank Car	RTMX 3793	105S300W
91 Richmond Tank Car	RTMX 3794	105S300W
92 Richmond Tank Car	RTMX 3795	105S300W
93 Richmond Tank Car	RTMX 3796	105S300W
94 Richmond Tank Car	RTMX 3797	105S300W
95 Richmond Tank Car	RTMX 3798	105S300W
96 Richmond Tank Car	RTMX 3799	105S300W
97 Richmond Tank Car	RTMX 3802	105A400W
98 Richmond Tank Car	RTMX 3803	105S400W
99 Richmond Tank Car	RTMX 3804	105S400W
100 Richmond Tank Car	RTMX 3805	105S400W
101 Richmond Tank Car	RTMX 3821	105J400W
102 Richmond Tank Car	RTMX 3833	105A400W
103 Richmond Tank Car	RTMX 3836	105A400W
104 Richmond Tank Car	RTMX 3848	105A400W
105 Richmond Tank Car	RTMX 3849	105S400W
106 Richmond Tank Car	RTMX 3860	105J400W
107 Richmond Tank Car	RTMX 3866	105A400W
108 Richmond Tank Car	RTMX 3867	112J400W

EXHIBIT A

Manufacturer				Car Number		CAR TYPE
-----				-----		-----
109	Richmond	Tank	Car	RTMX	3898	105S300W
110	Richmond	Tank	Car	RTMX	3899	105S300W
111	Richmond	Tank	Car	RTMX	3900	105S300W
112	Richmond	Tank	Car	RTMX	3901	105J300W
113	Richmond	Tank	Car	RTMX	3902	105S300W
114	Richmond	Tank	Car	RTMX	3903	105S300W
115	Richmond	Tank	Car	RTMX	3904	105S300W
116	Richmond	Tank	Car	RTMX	3905	105S300W
117	Richmond	Tank	Car	RTMX	3906	105S300W
118	Richmond	Tank	Car	RTMX	3907	105S300W
119	Richmond	Tank	Car	RTMX	3908	105S300W
120	Richmond	Tank	Car	RTMX	3909	105S300W
121	Richmond	Tank	Car	RTMX	3910	105J300W
122	Richmond	Tank	Car	RTMX	3911	105S300W
123	Richmond	Tank	Car	RTMX	3912	105S300W
124	Richmond	Tank	Car	RTMX	3913	105S300W
125	Richmond	Tank	Car	RTMX	3914	105S300W
126	Richmond	Tank	Car	RTMX	3915	105S300W
127	Richmond	Tank	Car	RTMX	3916	105S300W
128	Richmond	Tank	Car	RTMX	3917	105J300W
129	Richmond	Tank	Car	RTMX	3918	105S300W
130	Richmond	Tank	Car	RTMX	3919	105S300W
131	Richmond	Tank	Car	RTMX	3920	105S300W
132	Richmond	Tank	Car	RTMX	3921	105S300W
133	Richmond	Tank	Car	RTMX	3922	105S300W
134	Richmond	Tank	Car	RTMX	3923	105S300W
135	Richmond	Tank	Car	RTMX	3926	105S300W
136	Richmond	Tank	Car	RTMX	3932	105S300W
137	Richmond	Tank	Car	RTMX	3934	105S300W
138	Richmond	Tank	Car	RTMX	3935	105S300W
139	Richmond	Tank	Car	RTMX	3937	105S300W
140	Richmond	Tank	Car	RTMX	3943	105S300W
141	Richmond	Tank	Car	RTMX	3944	105S300W
142	Richmond	Tank	Car	RTMX	3949	105S300W
143	Richmond	Tank	Car	RTMX	3955	105S300W
144	Richmond	Tank	Car	RTMX	3959	105S300W
145	Richmond	Tank	Car	RTMX	3965	105S300W
146	Richmond	Tank	Car	RTMX	3970	105S300W
147	Richmond	Tank	Car	RTMX	3971	105S300W
148	Richmond	Tank	Car	RTMX	3974	105S300W
149	Richmond	Tank	Car	RTMX	3975	105S300W
150	Richmond	Tank	Car	RTMX	4100	112J340W
151	Richmond	Tank	Car	RTMX	4101	112J340W
152	Richmond	Tank	Car	RTMX	4102	112J340W
153	Richmond	Tank	Car	RTMX	4103	112J340W
154	Richmond	Tank	Car	RTMX	4104	112J340W
155	Richmond	Tank	Car	RTMX	4105	112J340W
156	Richmond	Tank	Car	RTMX	4106	112J340W
157	Richmond	Tank	Car	RTMX	4107	112J340W
158	Richmond	Tank	Car	RTMX	4108	112J340W
159	Richmond	Tank	Car	RTMX	4109	112J340W
160	Richmond	Tank	Car	RTMX	4110	112J340W
161	Richmond	Tank	Car	RTMX	4111	112J340W
162	Richmond	Tank	Car	RTMX	4112	112J340W

EXHIBIT A

Manufacturer	Car Number	CAR TYPE
163 Richmond Tank Car	RTMX 4113	112J340W
164 Richmond Tank Car	RTMX 4114	112J340W
165 Richmond Tank Car	RTMX 4115	112J340W
166 Richmond Tank Car	RTMX 4116	112J340W
167 Richmond Tank Car	RTMX 4117	112J340W
168 Richmond Tank Car	RTMX 4118	112J340W
169 Richmond Tank Car	RTMX 4119	112J340W
170 Richmond Tank Car	RTMX 4120	112J340W
171 Richmond Tank Car	RTMX 4121	112J340W
172 Richmond Tank Car	RTMX 4122	112J340W
173 Richmond Tank Car	RTMX 4123	112J340W
174 Richmond Tank Car	RTMX 4124	112J340W
175 Richmond Tank Car	RTMX 4125	112J340W
176 Richmond Tank Car	RTMX 4126	112J340W
177 Richmond Tank Car	RTMX 4127	112J340W
176 Richmond Tank Car	RTMX 4128	112J340W
179 Richmond Tank Car	RTMX 4129	112J340W
180 Richmond Tank Car	RTMX 4130	112J340W
181 Richmond Tank Car	RTMX 4131	112J340W
182 Richmond Tank Car	RTMX 4132	112J340W
183 Richmond Tank Car	RTMX 4133	112J340W
184 Richmond Tank Car	RTMX 4134	112J340W
185 Richmond Tank Car	RTMX 4200	112J400W
186 Richmond Tank Car	RTMX 4201	112J400W
187 Richmond Tank Car	RTMX 4202	112J400W
188 Richmond Tank Car	RTMX 4203	112J400W
189 Richmond Tank Car	RTMX 4204	112J400W
190 Richmond Tank Car	RTMX 4205	112J400W
191 Richmond Tank Car	RTMX 4207	112J400W
192 Richmond Tank Car	RTMX 4208	112J400W
193 Richmond Tank Car	RTMX 4209	112J400W
194 Richmond Tank Car	RTMX 4210	112J400W
195 Richmond Tank Car	RTMX 4211	112J400W
196 Richmond Tank Car	RTMX 4212	112J400W
197 Richmond Tank Car	RTMX 4214	112J400W
198 Richmond Tank Car	RTMX 4215	112J400W
199 Richmond Tank Car	RTMX 4216	112J400W
200 Richmond Tank Car	RTMX 4219	112J400W
201 Richmond Tank Car	RTMX 4220	112J400W
202 Richmond Tank Car	RTMX 4221	112J400W
203 Richmond Tank Car	RTMX 4222	112J400W
204 Richmond Tank Car	RTMX 4223	112J400W
205 Richmond Tank Car	RTMX 4224	112J400W
206 Richmond Tank Car	RTMX 4225	112J400W
207 Richmond Tank Car	RTMX 4228	112J400W
208 Richmond Tank Car	RTMX 4230	112J400W
209 Richmond Tank Car	RTMX 4231	112J400W
210 Richmond Tank Car	RTMX 4232	112J400W
211 Richmond Tank Car	RTMX 4233	112J400W
212 Richmond Tank Car	RTMX 4234	112J400W
213 Richmond Tank Car	RTMX 4235	112J400W
214 Richmond Tank Car	RTMX 4236	112J400W
215 Richmond Tank Car	RTMX 4239	112J400W
216 Richmond Tank Car	RTMX 4240	112J400W

EXHIBIT A

Manufacturer	Car Number	CAR TYPE
217 Richmond Tank Car	RTMX 4242	112J400W
218 Richmond Tank Car	RTMX 4243	112J400W
219 Richmond Tank Car	RTMX 4247	112J400W
220 Richmond Tank Car	RTMX 4248	112J400W
221 Richmond Tank Car	RTMX 4508	105J300W
222 Richmond Tank Car	RTMX 4512	105J300W
223 Richmond Tank Car	RTMX 4517	105S300W
224 Richmond Tank Car	RTMX 4520	105S300W
225 Richmond Tank Car	RTMX 4521	105S300W
226 Richmond Tank Car	RTMX 4523	105S300W
227 Richmond Tank Car	RTMX 4524	105S300W
228 Richmond Tank Car	RTMX 4525	105S300W
229 Richmond Tank Car	PTMX 4526	105S300W
230 Richmond Tank Car	RTMX 4529	105S300W
231 Richmond Tank Car	RTMX 4534	105S300W
232 Richmond Tank Car	RTMX 4535	105S300W
233 Richmond Tank Car	RTMX 4538	105S300W
234 Richmond Tank Car	RTMX 4540	105S300W
235 Richmond Tank Car	RTMX 4543	105S300W
236 Richmond Tank Car	RTMX 4544	105S300W
237 Richmond Tank Car	RTMX 4547	105S300W
238 Richmond Tank Car	RTMX 4557	105S300W
239 Richmond Tank Car	RTMX 4558	105J300W
240 Richmond Tank Car	RTMX 4561	105S300W
241 Richmond Tank Car	RTMX 4562	105S300W
242 Richmond Tank Car	RTMX 4614	105S300W
243 Richmond Tank Car	RTMX 4616	105S300W
244 Richmond Tank Car	RTMX 4617	105S300W
245 Richmond Tank Car	RTMX 4621	105S300W
246 Richmond Tank Car	RTMX 4622	105S300W
247 Richmond Tank Car	RTMX 4626	105S300W
248 Richmond Tank Car	RTMX 4637	105S300W
249 Richmond Tank Car	RTMX 4642	105S300W
250 Richmond Tank Car	RTMX 4647	105S300W
251 Richmond Tank Car	RTMX 4650	105S300W
252 Richmond Tank Car	RTMX 20433	105J400W
253 Richmond Tank Car	RTMX 20443	105J400W
254 Richmond Tank Car	RTMX 20446	105J400W
255 Richmond Tank Car	RTMX 20457	105J400W
256 Richmond Tank Car	RTMX 20458	105J400W
257 Richmond Tank Car	RTMX 20459	105J400W
258 Richmond Tank Car	RTMX 20463	105J400W

Interstate Commerce Commission

Washington, D.C. 20423

10/12/88

OFFICE OF THE SECRETARY

Allen H. Harrison
Wilmer, Cutler & Pickering
2445 M. Street N.W.
Washington, D.C. 20037-1420

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 10/12/88 at 1:05pm, and assigned recordation number(s). 15875

Sincerely yours,



Secretary

Enclosure(s)

OCT 12 1988 - 1 05 PM

MEMORANDUM OF SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Credit Agreement, dated as of Oct. 11, 1988, by and between Heller Financial, Inc. ("Heller"), as secured party, having its principal offices at 200 North LaSalle Street, Suite 1100, Chicago, Illinois 60601 and PLM PASSIVE INCOME INVESTORS 1988 ("Debtor"), as debtor, having offices at 655 Montgomery Street, Suite 1200, San Francisco, California 94111, pursuant to which Debtor granted Heller a security interest in all of Debtor's right, title and interest in the equipment described in Exhibit as (the "Equipment").

Executed this 14th day of October, 1988.

PLM PASSIVE INCOME INVESTORS 1988

By: PLM Transportation Equipment Corporation
By: [Signature] General Partner

Name: Stephen Poches

Title: V.P.

HELLER FINANCIAL, INC.

By: [Signature]

Name: Lawrence T. Armas

Title: AVP

EXHIBIT A

Manufacturer			Car Number		CAR TYPE
1	Richmond	Tank Car	NATX	30010	112J400W
2	Richmond	Tank Car	NATX	30029	112J400W
3	Richmond	Tank Car	RTMX	3420	105J300W
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5	Richmond	Tank Car	RTMX	3430	105S300W
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7	Richmond	Tank Car	RTMX	3489	105S300W
8	Richmond	Tank Car	RTMX	3491	105S300W
9	Richmond	Tank Car	RTMX	3492	105S300W
10	Richmond	Tank Car	RTMX	3494	105S300W
11	Richmond	Tank Car	RTMX	3496	105S300W
12	Richmond	Tank Car	RTMX	3498	105S300W
13	Richmond	Tank Car	RTMX	3499	105S300W
14	Richmond	Tank Car	RTMX	3500	105S300W
15	Richmond	Tank Car	RTMX	3501	105S300W
16	Richmond	Tank Car	RTMX	3502	105S300W
17	Richmond	Tank Car	RTMX	3503	105S300W
18	Richmond	Tank Car	RTMX	3507	105S300W
19	Richmond	Tank Car	RTMX	3510	105S300W
20	Richmond	Tank Car	RTMX	3511	105S300W
21	Richmond	Tank Car	RTMX	3513	105S300W
22	Richmond	Tank Car	RTMX	3517	105J300W
23	Richmond	Tank Car	RTMX	3519	105S300W
24	Richmond	Tank Car	RTMX	3520	105S300W
25	Richmond	Tank Car	RTMX	3522	105S300W
26	Richmond	Tank Car	RTMX	3526	105S300W
27	Richmond	Tank Car	RTMX	3527	105S300W
28	Richmond	Tank Car	RTMX	3530	105S300W
29	Richmond	Tank Car	RTMX	3531	105S300W
30	Richmond	Tank Car	RTMX	3533	105S300W
31	Richmond	Tank Car	RTMX	3534	105S300W
32	Richmond	Tank Car	RTMX	3735	105S300W
33	Richmond	Tank Car	RTMX	3736	105S300W
34	Richmond	Tank Car	RTMX	3737	105S300W
35	Richmond	Tank Car	RTMX	3738	105S300W
36	Richmond	Tank Car	RTMX	3739	105S300W
37	Richmond	Tank Car	RTMX	3740	105S300W
38	Richmond	Tank Car	RTMX	3741	105S300W
39	Richmond	Tank Car	RTMX	3742	105S300W
40	Richmond	Tank Car	RTMX	3743	105S300W
41	Richmond	Tank Car	RTMX	3744	105S300W
42	Richmond	Tank Car	RTMX	3745	105S300W
43	Richmond	Tank Car	RTMX	3746	105S300W
44	Richmond	Tank Car	RTMX	3747	105S300W
45	Richmond	Tank Car	RTMX	3748	105S300W
46	Richmond	Tank Car	RTMX	3749	105S300W
47	Richmond	Tank Car	RTMX	3750	105S300W
48	Richmond	Tank Car	RTMX	3751	105S300W
49	Richmond	Tank Car	RTMX	3752	105S300W
50	Richmond	Tank Car	RTMX	3753	105S300W
51	Richmond	Tank Car	RTMX	3754	105S300W
52	Richmond	Tank Car	RTMX	3755	105S300W
53	Richmond	Tank Car	RTMX	3756	105S300W
54	Richmond	Tank Car	RTMX	3757	105S300W

EXHIBIT A

Manufacturer		Car Number		CAR TYPE
55	Richmond Tank Car	RTMX	3758	105S300W
56	Richmond Tank Car	RTMX	3759	105S300W
57	Richmond Tank Car	RTMX	3760	105S300W
58	Richmond Tank Car	RTMX	3761	105S300W
59	Richmond Tank Car	RTMX	3762	105S300W
60	Richmond Tank Car	RTMX	3763	105S300W
61	Richmond Tank Car	RTMX	3764	105S300W
62	Richmond Tank Car	RTMX	3765	105S300W
63	Richmond Tank Car	RTMX	3766	105S300W
64	Richmond Tank Car	RTMX	3767	105S300W
65	Richmond Tank Car	RTMX	3768	105S300W
66	Richmond Tank Car	RTMX	3769	105S300W
67	Richmond Tank Car	RTMX	3770	105S300W
68	Richmond Tank Car	RTMX	3771	105S300W
69	Richmond Tank Car	RTMX	3772	105S300W
70	Richmond Tank Car	RTMX	3773	105S300W
71	Richmond Tank Car	RTMX	3774	105S300W
72	Richmond Tank Car	RTMX	3775	105S300W
73	Richmond Tank Car	RTMX	3776	105S300W
74	Richmond Tank Car	RTMX	3777	105J300W
75	Richmond Tank Car	RTMX	3778	105S300W
76	Richmond Tank Car	RTMX	3779	105S300W
77	Richmond Tank Car	RTMX	3780	105S300W
78	Richmond Tank Car	RTMX	3781	105S300W
79	Richmond Tank Car	RTMX	3782	105S300W
80	Richmond Tank Car	RTMX	3783	105S300W
81	Richmond Tank Car	RTMX	3784	105S300W
82	Richmond Tank Car	RTMX	3785	105S300W
83	Richmond Tank Car	RTMX	3786	105S300W
84	Richmond Tank Car	RTMX	3787	105S300W
85	Richmond Tank Car	RTMX	3788	105S300W
86	Richmond Tank Car	RTMX	3789	105S300W
87	Richmond Tank Car	RTMX	3790	105S300W
88	Richmond Tank Car	RTMX	3791	105S300W
89	Richmond Tank Car	RTMX	3792	105S300W
90	Richmond Tank Car	RTMX	3793	105S300W
91	Richmond Tank Car	RTMX	3794	105S300W
92	Richmond Tank Car	RTMX	3795	105S300W
93	Richmond Tank Car	RTMX	3796	105S300W
94	Richmond Tank Car	RTMX	3797	105S300W
95	Richmond Tank Car	RTMX	3798	105S300W
96	Richmond Tank Car	RTMX	3799	105S300W
97	Richmond Tank Car	RTMX	3802	105A400W
98	Richmond Tank Car	RTMX	3803	105S400W
99	Richmond Tank Car	RTMX	3804	105S400W
100	Richmond Tank Car	RTMX	3805	105S400W
101	Richmond Tank Car	RTMX	3821	105J400W
102	Richmond Tank Car	RTMX	3833	105A400W
103	Richmond Tank Car	RTMX	3836	105A400W
104	Richmond Tank Car	RTMX	3848	105A400W
105	Richmond Tank Car	RTMX	3849	105S400W
106	Richmond Tank Car	RTMX	3860	105J400W
107	Richmond Tank Car	RTMX	3866	105A400W
108	Richmond Tank Car	RTMX	3867	112J400W

EXHIBIT A

Manufacturer				Car Number		CAR TYPE
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109	Richmond	Tank	Car	RTMX	3898	105S300W
110	Richmond	Tank	Car	RTMX	3899	105S300W
111	Richmond	Tank	Car	RTMX	3900	105S300W
112	Richmond	Tank	Car	RTMX	3901	105J300W
113	Richmond	Tank	Car	RTMX	3902	105S300W
114	Richmond	Tank	Car	RTMX	3903	105S300W
115	Richmond	Tank	Car	RTMX	3904	105S300W
116	Richmond	Tank	Car	RTMX	3905	105S300W
117	Richmond	Tank	Car	RTMX	3906	105S300W
118	Richmond	Tank	Car	RTMX	3907	105S300W
119	Richmond	Tank	Car	RTMX	3908	105S300W
120	Richmond	Tank	Car	RTMX	3909	105S300W
121	Richmond	Tank	Car	RTMX	3910	105J300W
122	Richmond	Tank	Car	RTMX	3911	105S300W
123	Richmond	Tank	Car	RTMX	3912	105S300W
124	Richmond	Tank	Car	RTMX	3913	105S300W
125	Richmond	Tank	Car	RTMX	3914	105S300W
126	Richmond	Tank	Car	RTMX	3915	105S300W
127	Richmond	Tank	Car	RTMX	3916	105S300W
128	Richmond	Tank	Car	RTMX	3917	105J300W
129	Richmond	Tank	Car	RTMX	3918	105S300W
130	Richmond	Tank	Car	RTMX	3919	105S300W
131	Richmond	Tank	Car	RTMX	3920	105S300W
132	Richmond	Tank	Car	RTMX	3921	105S300W
133	Richmond	Tank	Car	RTMX	3922	105S300W
134	Richmond	Tank	Car	RTMX	3923	105S300W
135	Richmond	Tank	Car	RTMX	3926	105S300W
136	Richmond	Tank	Car	RTMX	3932	105S300W
137	Richmond	Tank	Car	RTMX	3934	105S300W
138	Richmond	Tank	Car	RTMX	3935	105S300W
139	Richmond	Tank	Car	RTMX	3937	105S300W
140	Richmond	Tank	Car	RTMX	3943	105S300W
141	Richmond	Tank	Car	RTMX	3944	105S300W
142	Richmond	Tank	Car	RTMX	3949	105S300W
143	Richmond	Tank	Car	RTMX	3955	105S300W
144	Richmond	Tank	Car	RTMX	3959	105S300W
145	Richmond	Tank	Car	RTMX	3965	105S300W
146	Richmond	Tank	Car	RTMX	3970	105S300W
147	Richmond	Tank	Car	RTMX	3971	105S300W
148	Richmond	Tank	Car	RTMX	3974	105S300W
149	Richmond	Tank	Car	RTMX	3975	105S300W
150	Richmond	Tank	Car	RTMX	4100	112J340W
151	Richmond	Tank	Car	RTMX	4101	112J340W
152	Richmond	Tank	Car	RTMX	4102	112J340W
153	Richmond	Tank	Car	RTMX	4103	112J340W
154	Richmond	Tank	Car	RTMX	4104	112J340W
155	Richmond	Tank	Car	RTMX	4105	112J340W
156	Richmond	Tank	Car	RTMX	4106	112J340W
157	Richmond	Tank	Car	RTMX	4107	112J340W
158	Richmond	Tank	Car	RTMX	4108	112J340W
159	Richmond	Tank	Car	RTMX	4109	112J340W
160	Richmond	Tank	Car	RTMX	4110	112J340W
161	Richmond	Tank	Car	RTMX	4111	112J340W
162	Richmond	Tank	Car	RTMX	4112	112J340W

EXHIBIT A

Manufacturer			Car Number		CAR TYPE
163	Richmond	Tank Car	RTMX	4113	112J340W
164	Richmond	Tank Car	RTMX	4114	112J340W
165	Richmond	Tank Car	RTMX	4115	112J340W
166	Richmond	Tank Car	RTMX	4116	112J340W
167	Richmond	Tank Car	RTMX	4117	112J340W
168	Richmond	Tank Car	RTMX	4118	112J340W
169	Richmond	Tank Car	RTMX	4119	112J340W
170	Richmond	Tank Car	RTMX	4120	112J340W
171	Richmond	Tank Car	RTMX	4121	112J340W
172	Richmond	Tank Car	RTMX	4122	112J340W
173	Richmond	Tank Car	RTMX	4123	112J340W
174	Richmond	Tank Car	RTMX	4124	112J340W
175	Richmond	Tank Car	RTMX	4125	112J340W
176	Richmond	Tank Car	RTMX	4126	112J340W
177	Richmond	Tank Car	RTMX	4127	112J340W
178	Richmond	Tank Car	RTMX	4128	112J340W
179	Richmond	Tank Car	RTMX	4129	112J340W
180	Richmond	Tank Car	RTMX	4130	112J340W
181	Richmond	Tank Car	RTMX	4131	112J340W
182	Richmond	Tank Car	RTMX	4132	112J340W
183	Richmond	Tank Car	RTMX	4133	112J340W
184	Richmond	Tank Car	RTMX	4134	112J340W
185	Richmond	Tank Car	RTMX	4200	112J400W
186	Richmond	Tank Car	RTMX	4201	112J400W
187	Richmond	Tank Car	RTMX	4202	112J400W
188	Richmond	Tank Car	RTMX	4203	112J400W
189	Richmond	Tank Car	RTMX	4204	112J400W
190	Richmond	Tank Car	RTMX	4205	112J400W
191	Richmond	Tank Car	RTMX	4207	112J400W
192	Richmond	Tank Car	RTMX	4208	112J400W
193	Richmond	Tank Car	RTMX	4209	112J400W
194	Richmond	Tank Car	RTMX	4210	112J400W
195	Richmond	Tank Car	RTMX	4211	112J400W
196	Richmond	Tank Car	RTMX	4212	112J400W
197	Richmond	Tank Car	RTMX	4214	112J400W
198	Richmond	Tank Car	RTMX	4215	112J400W
199	Richmond	Tank Car	RTMX	4216	112J400W
200	Richmond	Tank Car	RTMX	4219	112J400W
201	Richmond	Tank Car	RTMX	4220	112J400W
202	Richmond	Tank Car	RTMX	4221	112J400W
203	Richmond	Tank Car	RTMX	4222	112J400W
204	Richmond	Tank Car	RTMX	4223	112J400W
205	Richmond	Tank Car	RTMX	4224	112J400W
206	Richmond	Tank Car	RTMX	4225	112J400W
207	Richmond	Tank Car	RTMX	4228	112J400W
208	Richmond	Tank Car	RTMX	4230	112J400W
209	Richmond	Tank Car	RTMX	4231	112J400W
210	Richmond	Tank Car	RTMX	4232	112J400W
211	Richmond	Tank Car	RTMX	4233	112J400W
212	Richmond	Tank Car	RTMX	4234	112J400W
213	Richmond	Tank Car	RTMX	4235	112J400W
214	Richmond	Tank Car	RTMX	4236	112J400W
215	Richmond	Tank Car	RTMX	4239	112J400W
216	Richmond	Tank Car	RTMX	4240	112J400W

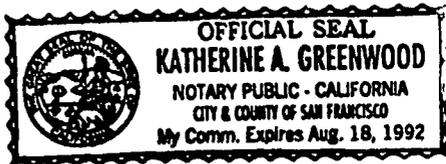
EXHIBIT A

Manufacturer				Car Number		CAR TYPE
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217	Richmond	Tank	Car	RTMX	4242	112J400W
218	Richmond	Tank	Car	RTMX	4243	112J400W
219	Richmond	Tank	Car	RTMX	4247	112J400W
220	Richmond	Tank	Car	RTMX	4248	112J400W
221	Richmond	Tank	Car	RTMX	4508	105J300W
222	Richmond	Tank	Car	RTMX	4512	105J300W
223	Richmond	Tank	Car	RTMX	4517	105S300W
224	Richmond	Tank	Car	RTMX	4520	105S300W
225	Richmond	Tank	Car	RTMX	4521	105S300W
226	Richmond	Tank	Car	RTMX	4523	105S300W
227	Richmond	Tank	Car	RTMX	4524	105S300W
228	Richmond	Tank	Car	RTMX	4525	105S300W
229	Richmond	Tank	Car	RTMX	4526	105S300W
230	Richmond	Tank	Car	RTMX	4529	105S300W
231	Richmond	Tank	Car	RTMX	4534	105S300W
232	Richmond	Tank	Car	RTMX	4535	105S300W
233	Richmond	Tank	Car	RTMX	4538	105S300W
234	Richmond	Tank	Car	RTMX	4540	105S300W
235	Richmond	Tank	Car	RTMX	4543	105S300W
236	Richmond	Tank	Car	RTMX	4544	105S300W
237	Richmond	Tank	Car	RTMX	4547	105S300W
238	Richmond	Tank	Car	RTMX	4557	105S300W
239	Richmond	Tank	Car	RTMX	4558	105J300W
240	Richmond	Tank	Car	RTMX	4561	105S300W
241	Richmond	Tank	Car	RTMX	4562	105S300W
242	Richmond	Tank	Car	RTMX	4614	105S300W
243	Richmond	Tank	Car	RTMX	4616	105S300W
244	Richmond	Tank	Car	RTMX	4617	105S300W
245	Richmond	Tank	Car	RTMX	4621	105S300W
246	Richmond	Tank	Car	RTMX	4622	105S300W
247	Richmond	Tank	Car	RTMX	4626	105S300W
248	Richmond	Tank	Car	RTMX	4637	105S300W
249	Richmond	Tank	Car	RTMX	4642	105S300W
250	Richmond	Tank	Car	RTMX	4647	105S300W
251	Richmond	Tank	Car	RTMX	4650	105S300W
252	Richmond	Tank	Car	RTMX	20433	105J400W
253	Richmond	Tank	Car	RTMX	20443	105J400W
254	Richmond	Tank	Car	RTMX	20446	105J400W
255	Richmond	Tank	Car	RTMX	20457	105J400W
256	Richmond	Tank	Car	RTMX	20458	105J400W
257	Richmond	Tank	Car	RTMX	20459	105J400W
258	Richmond	Tank	Car	RTMX	20463	105J400W

STATE OF California)
)
COUNTY OF San Francisco) ss.

BEFORE ME, the undersigned notary, on this day personally appeared Stephen Roche, to me personally known who, being by me duly sworn, says that he is the Vice President of PLM Passive Income Investors (1988) of PLM Transportation Equipment Corporation, the general partner of PLM PASSIVE INCOME INVESTORS 1988 ("Debtor") that the memorandum of Security Agreement was signed on behalf of Debtor by authority granted under Debtor's Articles of Limited Partnership and Agreement of Limited Partnership and he acknowledged that the execution of the foregoing Memorandum of Security Agreement, was the free act and deed of Debtor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of October 1988.



Katherine Greenwood
NOTARY PUBLIC

(SEAL)

My Commission Expires:

Aug. 18 1992

STATE OF ILLINOIS

)

) ss.

COUNTY OF COOK

)

BEFORE ME the undersigned Notary Public personally appeared Larry T. Dimaso; to be known to be the person who signed as Assistant Vice President of HELLER FINANCIAL, INC., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

WITNESS my hand and official seal here to affixed This 11th day of October 1988.



Mary Lau
NOTARY PUBLIC

Mary Lau

My commission expires 5/13/90