

0100573024

OSTER
Researching Services
12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

Counterparts - Mary Ann Oster

March 27, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed is a Security Agreement Supplement dated March 23, 1995, which is a secondary document to a Security Agreement (Master) dated 6/29/94 between PLM International, Inc. and Bankers Trust Company, ICC Recordation #18884.

Please file this supplemental agreement as ICC Recordation #18884-B. The filing fee of \$21 is enclosed.

Sincerely,

Mary Ann Oster
Mary Ann Oster
Research Consultant

Enclosures

18884-B
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RECEIVED
OFFICE OF THE
SECRETARY



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/27/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

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 3/27/95 at 9:45AM, and assigned recordation number(s). 18884-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100573024)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

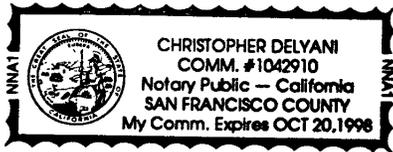
Signature

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of California 18884-B
 County of San Francisco MAY 4 1995
 On March 23, 1995 before me, Christopher Deliyani
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"
 personally appeared David J. Davis
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person ~~(s)~~ whose name ~~(s)~~ (s) are subscribed to the within instrument and acknowledged to me that he ~~she~~ / they executed the same in his ~~her~~ / their authorized capacity ~~(ies)~~, and that by his ~~her~~ / their signature ~~(s)~~ on the instrument the person ~~(s)~~, or the entity upon behalf of which the person ~~(s)~~ acted, executed the instrument.



WITNESS my hand and official seal.

Christopher Deliyani
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER
VP & Controller
TITLE(S)
- PARTNER(S) LIMITED
- GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Security Agreement Supplement
TITLE OR TYPE OF DOCUMENT

1 + attachment
NUMBER OF PAGES

3-23-95
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE

18884-B
MAR 23 1995

SECURITY AGREEMENT SUPPLEMENT

This Security Agreement Supplement is given by PLM International, Inc., a Delaware corporation ("Debtor"), to Bankers Trust Company, as Collateral Agent ("Collateral Agent") as a supplement to the Security Agreement (Master), dated as of June 29, 1994 (the "Security Agreement"), which was filed with the Interstate Commerce Commission ("ICC") under Recordation No. 18884, on July 6, 1994.

Capitalized terms herein shall have the meaning attributed thereto in the Security Agreement.

As further security for the Obligations, the Debtor hereby assigns to the Collateral Agent all of Debtor's rights, title and interest in, and grants to Collateral Agent a security interest in the following items of Collateral: (a) the railcars ("Railcars") listed on Attachment 1 hereto and all improvement, replacements, substitutions, accessories and additions thereto; (b) all leases and agreements to lease now or hereinafter in effect and relating in any way to the Railcars and all rents, accounts and other rights to payment arising under the Leases; (c) all proceeds of all of the foregoing. This grant of a security interest is made under and pursuant to the terms of the Security Agreement.

Dated March 23, 1995

PLM International, Inc.

By: David Davis
Its: VP & Controller

ATTACHMENT 1
TO
SECURITY AGREEMENT SUPPLEMENT
DATED MARCH 23, 1995

Description of Equipment:

One Hundred Seventy One (171) railcars purchased by PLM International, Inc. on December 29, 1994, which are marked as set forth on "Schedule A" (5 pages).

SCHEDULE A TO ATTACHMENT 1

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PLM INTERNATIONAL, INC. - CHLORINE CARS PAGE 1

JDE LESEE NAME	MARK	CAR NUMBER	DOT CODE
	NDYX	27118	105A500W
	NDYX	27130	105A500W
	NDYX	27133	105A500W
	NDYX	71702	105A500W
	NDYX	71705	105A500W
	NDYX	71707	105A500W
	NDYX	71719	105A500W
	NDYX	71719	105A500W
	NDYX	817001	105A500W
	NDYX	817002	105A500W
	NDYX	817003	105A500W
	NDYX	817006	105A500W
	NDYX	817007	105A500W
	NDYX	817008	105A500W
	NDYX	817011	105A500W
	NDYX	817012	105A500W
	NDYX	817013	105A500W
	NDYX	817016	105A500W
	NDYX	817017	105A500W
	NDYX	817018	105A500W
	NDYX	817019	105A500W
	NDYX	817025	105A500W
	NDYX	817027	105A500W
	NDYX	817035	105A500W
	NDYX	817037	105A500W
	NDYX	817044	105A500W
	NDYX	817047	105A500W
	NDYX	817069	105A500W
	NDYX	817070	105A500W

COUNT 29

ALLIED SIGNAL INC	NDYX	27117	105A500W
	NDYX	27121	105A500W
	NDYX	27127	105A500W
	NDYX	27128	105A500W
	NDYX	27177	105A500W
	NDYX	27181	105A500W
	NDYX	27195	105A500W
	NDYX	71708	105A500W
	NDYX	817026	105A500W
	NDYX	817036	105A500W
	NDYX	817045	105A500W
	NDYX	817046	105A500W

COUNT 12

E I DU PONT	NDYX	27138	105A500W
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PLM INTERNATIONAL, INC. - CHLORINE CARS PAGE 2

JDE LESEE NAME	MARK	CAR NUMBER	DOT CODE
E I DU PONT	NDYX	27179	105A500W
	NDYX	27193	105A500W
	NDYX	27401	105A500W
	NDYX	27404	105A500W
	NDYX	27406	105A500W
		COUNT	6
ELF ATOCHEN	PLMX	27111	105A500W
	NDYX	27119	105A500W
	NDYX	27129	105A500W
	PLMX	27131	105A500W
	NDYX	27139	105A500W
	PLMX	27142	105A500W
	PLMX	27150	105A500W
	PLMX	27151	105A500W
	NDYX	27152	105A500W
	PLMX	27153	105A500W
	PLMX	27154	105A500W
	PLMX	27155	105A500W
	PLMX	27156	105A500W
	NDYX	27158	105A500W
	NDYX	27159	105A500W
	PLMX	27160	105A500W
	PLMX	27161	105A500W
	NDYX	27162	105A500W
	PLMX	27163	105A500W
	NDYX	27165	105A500W
	PLMX	27169	105A500W
	PLMX	27171	105A500W
	NDYX	27173	105A500W
	PLMX	27174	105A500W
	PLMX	27176	105A500W
	PLMX	27182	105A500W
	NDYX	27184	105A500W
	NDYX	27185	105A500W
	NDYX	27188	105A500W
	NDYX	27189	105A500W
	NDYX	27192	105A500W
	NDYX	27400	105A500W
	PLMX	27402	105A500W
NDYX	27403	105A500W	
PLMX	27405	105A500W	
PLMX	27407	105A500W	
PLMX	27408	105A500W	
PLMX	27409	105A500W	
PLMX	71720	105A500W	
NDYX	71721	105A500W	

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PLM INTERNATIONAL, INC. - CHLORINE CARS PAGE 3

JDE LESSEE NAME	MARK	CAR NUMBER	DOT CODE
ELF ATOCHEH	NDYX	71722	105A500W
	PLMX	71723	105A500W
	NDYX	71724	105A500W
	NDYX	71725	105A500W
	PLMX	817078	105A500W
	PLMX	817080	105A500W
	PLMX	817081	105A500W
	NDYX	817082	105A500W
	NDYX	817083	105A500W
	NDYX	817084	105A500W
	PLMX	817085	105A500W
	NDYX	817086	105A500W
	PLMX	817087	105A500W
	NDYX	817088	105A500W
	PLMX	817089	105A500W
	PLMX	817090	105A500W
	PLMX	817091	105A500W
	NDYX	817093	105A500W
	PLMX	817096	105A500W
	NDYX	817097	105A500W
PLMX	817098	105A500W	
NDYX	817099	105A500W	

COUNT 62

FMC CORPORATION	RUSK	17000	105A500W
	RUSK	17001	105A500W
	RUSK	17002	105A500W
	RUSK	17003	105A500W
	RUSK	17004	105A500W
	RUSK	17005	105A500W
	RUSK	17006	105A500W
	RUSK	17007	105A500W
	RUSK	17008	105A500W
	RUSK	17009	105A500W
	RUSK	17010	105A500W
	RUSK	17011	105A500W
	RUSK	17012	105A500W
	RUSK	17013	105A500W
	RUSK	17014	105A500W
	RUSK	17015	105A500W
	RUSK	17016	105A500W
	RUSK	17017	105A500W
	RUSK	17018	105A500W
	RUSK	17019	105A500W
	RUSK	17020	105A500W
	RUSK	17021	105A500W
RUSK	17022	105A500W	

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PLM INTERNATIONAL, INC. - CHLORINE CARS PAGE 4

JOE LESEE NAME	MARK	CAR NUMBER	DOT CODE
FMC CORPORATION	RUSX	17023	105A500W
	RUSX	17024	105A500W
	COUNT	2	
LAROCHE HOLDINGS	NDYX	27110	105A500W
	NDYX	27113	105A500W
	NDYX	27114	105A500W
	NDYX	27125	105A500W
	NDYX	27132	105A500W
	NDYX	27157	105A500W
	NDYX	27164	105A500W
	NDYX	27167	105A500W
	NDYX	27180	105A500W
	NDYX	27190	105A500W
COUNT	10		
OCCIDENTAL CHEMICAL	NDYX	27115	105A500W
	PLMX	27122	105A500W
	NDYX	71710	105A500W
	NDYX	817015	105A500W
	NDYX	817021	105A500W
	PLMX	817029	105A500W
	NDYX	817050	105A500W
	PLMX	817051	105A500W
	NDYX	817052	105A500W
	PLMX	817053	105A500W
	PLMX	817054	105A500W
	NDYX	817059	105A500W
	PLMX	817060	105A500W
	PLMX	817062	105A500W
	PLMX	817079	105A500W
	PLMX	817092	105A500W
	PLMX	817094	105A500W
NDYX	817095	105A500W	
COUNT	18		
TRINITY MFG	NDYX	27134	105A500W
	NDYX	27183	105A500W
COUNT	2		
VULCAN MATERIAL CO	NDYX	817063	105A500W
	COUNT	1	

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PLM INTERNATIONAL, INC. - CHLORINE CARS PAGE 5

JDE LESEE NAME	MARK	CAR NUMBER	DOT CODE
MEYERHAEUSER CO	NDYX	27124	105A500W
	NDYX	27143	105A500W
	NDYX	27170	105A500W
	NDYX	27178	105A500W
	NDYX	27196	105A500W
	NDYX	71703	105A500W

COUNT 6

FINAL TOTALS
COUNT 171

*** END OF REPORT ***

jdchleue