

Arent Fox
1050 Connecticut Avenue, NW
Washington, DC 20036-5339

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Partial R.

RECORDATION NO. 15489-N FILED 1425

JUL 6 1994 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

John D. Hushon
Tel: 202/857-6290
Fax: 202/857-6395

July 1, 1994

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: File No. 15489, and following

Dear Madam:

I enclose for your recordation in accordance with 49 U.S.C §11303 an executed and notarized Release of Security Agreement and Lien, dated June 24, 1994. This Release relates to certain of the Railroad Cars described in the Third Amendment to Security Agreement, dated November 3, 1993, filed in your office at Recordation Number 15489-K. The names and addresses of the parties to the above document are as follows:

Released Party:

PLM International, Inc.
One Market Plaza
Steuart Street Tower, Suite 900
San Francisco, California 94105-1301
Attention: Chief Financial Officer and General Counsel

Secured Parties/Releasers:

Bank of America National Trust and Savings Association, for
itself and as agent for:
CIBC, Inc.
Harris Trust and Savings Bank
Manufacturers Hanover Trust Company
Chemical Bank
Global Agency Unit No. 5596
315 Montgomery Street
San Francisco, California 94104

LICENSING BRANCH
JUL 6 10 20 AM '94
RECEIVED
OFFICE OF THE
SECRETARY

Arent Fox Kintner Plotkin & Kahn • Washington, DC
New York, NY • Vienna, VA • Bethesda, MD • Budapest, Hungary • Jeddah, Kingdom of Saudi Arabia

counterparts Kim Wuss Pukledge

Secretary
July 1, 1994
Page 2

Collateral Covered:

Eleven - 5 platform, bulkhead type doublestock or well
cars bearing road numbers
SP513350 - SP513360 inclusive.

A filing fee is enclosed. I would appreciate your filing one counterpart of the foregoing two documents under the provisions of 49 U.S.C. §11303 and stamping the additional copy for return to the parties in the transaction. We would also appreciate your returning to us a stamped copy of this transmittal letter, which is enclosed.

Sincerely,


John D. Hushon

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 6, 1994

JOHN D. HUSHON
ARENT FOX
1050 CONNECTICUT AVENUE NW
WASHINGTON DC 20036-5339

Dear MR. HUSHON

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/94 at 10:20AM, and assigned recordation number(s). 15489-N, 18884.

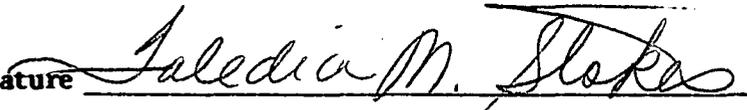
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 36.00 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 stamped 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



JUL 6 1994 -10 20 AM

INTERSTATE COMMERCE COMMISSION

**THE SECURITY INTEREST
RELEASED HEREBY WAS RECORDED BY
THE ICC IN FILE 15489-K.**

RELEASE OF SECURITY INTEREST AND LIEN

The undersigned, Bank of America National Trust and Savings Association, as Agent (the "Secured Party"), for good and valuable consideration, receipt of which is hereby acknowledged, hereby terminates, releases and discharges any and all rights, security interests, liens and/or other interests the Secured Party has in, on, against or with respect to (1) the railroad cars listed on Schedule I attached hereto (the "Railroad Cars"), and (2) all other "Collateral", as defined below. The term Collateral as used herein shall mean the Railroad Cars, all leases of the Railroad Cars (solely to the extent relating to the Railroad Cars), all rentals, other payments and other proceeds of the Railroad Cars or such leases. The Secured Party's interest in the Railroad Cars and the Collateral arises under the Third Amendment and Security Agreement, dated as of October 28, 1992, between PLM International, Inc. and the Secured Party, which was recorded with the Interstate Commerce Commission on November 3, 1992, under Recordation Number 15489 as entry K.

Executed as of this 24th day of June 1994.

Bank of America National Trust
and Savings Association, as Agent

By: 
Its: Vice President

*original -
leave with
ICC*

*cross refer
See document 18884
do the same for
15489-N*

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California)
County of)

On June 24 1994, before me, Paula Fran Brownstein personally appeared Shannon Collins personally known to me -OR- proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Paula Fran Brownstein



SCHEDULE I

Railroad Cars

11 - 5 platform, bulkhead type doublestack or well cars
bearing road numbers

SP513350-SP513360 inclusive