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RECORDATION NO. 15532-B FILED 1425

DEC 3 1993 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

December 3, 1993

\$18.00 filing fee

Recordation No. 15532-B

Dear Mr. Strickland:

On behalf of ATEL Cash Distribution Fund, a California limited partnership, as successor in interest by assignment to ATEL Financial Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Termination of Lease ("Termination").

The Party executing the enclosed Termination is:

ATEL Cash Distribution Fund
235 Pine Street, 6th Floor
San Francisco, CA 94104

LESSOR/TERMINATING PARTY

The said Termination is a full termination of all right, title and interest of the parties in, to and under that certain Lease Agreement No. ATEL/VISTA 1 ("Lease"), filed and recorded with the Interstate Commerce Commission under Recordation No. 15532 and the Termination should be recorded under the next available letter under Recordation No. 15532, which we believe is -B.

The equipment covered by the enclosed Termination is all equipment covered by the Lease.

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

"Full Termination"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Allen H. Harrison, Jr.
Attorney for ATEL Cash Distribution Fund
for the purpose of this filing.

RECEIVED
LICENSING BRANCH
DEC 3 12 04 PM '93

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231
Enclosures
BY HAND
8371-020

A. H. Harrison
C. C. C. C.

5532-B

RECORDATION NO. 15532-B FILED 1425

DEC 3 1993 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of November 30, 1993.

WHEREAS, ATEL Cash Distribution Fund, a California limited partnership (as successor in interest by assignment to ATEL Financial Corporation, a California corporation), as lessor and Vista Chemical Company, a Texas corporation, as lessee entered into that certain Lease Agreement No. ATEL/VIST1 dated as of December 1, 1987 and Equipment Schedule No.1 thereto dated as of January 25, 1988 (the Equipment Schedule, as it incorporates by reference the Lease Agreement No. ATEL/VIST1 is hereinafter referred to as the "Lease"), covering that certain railroad equipment described in an Exhibit A attached thereto; and

WHEREAS, the said Lease was recorded with the Interstate Commerce Commission on March 11, 1988 under Recordation No. 15532; and

WHEREAS, the leasing of the aforesaid railroad equipment between the parties thereto has been and is now terminated; and

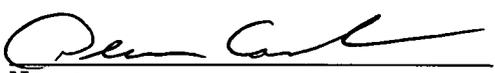
WHEREAS, it is now desired to show for the public record the full, complete termination of the aforesaid Lease.

NOW THEREFORE, in consideration of good and valuable considerations, the receipt and sufficiency of which is acknowledged, intending to be legally bound:

1. The undersigned verifies the full, complete termination and cancellation of the aforesaid Lease with the intent to release and discharge therefrom and thereunder the railroad equipment covered thereby.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Lease to be duly executed by its authorized officer as of the day and year first above written.

ATEL CASH DISTRIBUTION FUND
by: ATEL Financial Corporation
its General Partner

BY: 
Name:
Title: **Dean Cash**
Executive Vice President

STATE OF California }
COUNTY OF San Francisco } ss.

On Nov. 30, 1993 before me, the undersigned officer, personally appeared _____

Dean Cash

personally known to me proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that _____ executed the same in _____ authorized capacity(ies), and that by _____ 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.



(Notarial Seal)

Judith J. Murio
Notary Public

My Commission expires: 9.15.95