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13943-A

LAW OFFICES

ALVORD AND ALVORD

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918 SIXTEENTH STREET, N.W.
WASHINGTON, D. C.
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440367 A AND A
440348 CDAA UI

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D. C. BAR
** ALSO A MEMBER OF OHIO BAR

December 16, 1983

RECORDATION NO. 13943-A
7/15/1925

DEC 16 1983 -12 00 PM
INTERSTATE COMMERCE COMMISSION

No. 3-350A033
Date DEC 16 1983
Fee \$ 10.00
ICC Washington, D.C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are five (5) fully executed copies of an Amendment to Finance and Security Agreement dated as of December 9, 1983, a secondary document as that term is defined in the Commission's Rules for the Recordation of Documents.

The enclosed document amends a Finance and Security Agreement dated as of January 1, 1983 which was duly filed and recorded at 1:45 p.m. on February 7, 1983 and assigned Recordation Number 13943.

The names and addresses of the parties to the enclosed document are:

Secured Party: Schroder Leasing Corporation
One State Street
New York, New York 10004
Debtor: California Group Services
1717 North California Street
Suite No. 2
Walnut Creek, California 94596

A general description of the railroad equipment covered by the enclosed document is:

Three hundred sixty (360) 70-ton Trailer-on-Flat Cars bearing reporting mark and numbers in the series SP 900131 through SP 900479, both inclusive and SP 901100 through 901149, both inclusive.

Handwritten signature/initials on the left margin.

RECEIVED
DEC 16 11 56 AM '83
I.C.C.
OPERATION BR.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
December 16, 1983

Kindly return the stamped copies of the enclosed Amendment not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,


Charles T. Kappler

RECORDATION NO. 13943 A
Filed 1425

DEC 16 1983 -12 00 PM
STATE COMMERCE COMMISSION

AMENDMENT TO FINANCE AND SECURITY AGREEMENT

This Amendment dated as of December 9, 1983 to a Finance and Security Agreement dated as of January 1, 1983 is entered into by and among CALIFORNIA GROUP SERVICES, a California corporation having its principal place of business at 1717 North California Street, Suite No. 2, Walnut Creek, California 94596 ("Lessor") and SCHRODER LEASING CORPORATION, a New York corporation having its principal place of business at One State Street, New York, New York 10004 ("Lender").

NOW, THEREFORE, Lessor and Lender agree as follows:

Section 1, Amendment of Exhibit A to the Finance and Security Agreement. Exhibit A to the Finance and Security Agreement is hereby amended to read as follows:

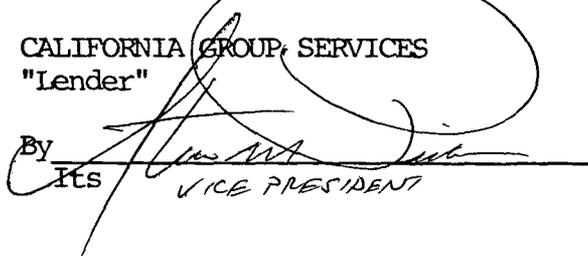
Exhibit A

DESCRIPTION OF EQUIPMENT

<u>Number of Cars</u>	<u>Description</u>	<u>Identifying Mark and Numbers</u>
360	70-Ton Trailer-on-Flat Cars	In the series: SP900131 through SP900479, both inclusive and SP901100 through SP901149, both inclusive

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this Amendment to Finance and Security Agreement as of the date first above written.

CALIFORNIA GROUP SERVICES
"Lender"

By 
Its _____
VICE PRESIDENT

SCHRODER LEASING CORPORATION
"Lender"

By _____
Its _____

STATE OF CALIFORNIA)
CITY AND COUNTY OF Contra Costa) ss.:
~~SAN FRANCISCO~~)

On this 14th day of December, 1983, before me personally appeared Steven M. Picken, to me personally known, who being by me duly sworn, says that he resides at 330 Los Palms Dr. San Francisco, CA; that he is Vice President of CALIFORNIA GROUP SERVICES, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



C. Diane Hudson
Notary Public

[NOTARIAL SEAL]

My commission expires: 5/15/87

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ___ day of December, 1983, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he resides at _____, that he is _____ of SCHRODER LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

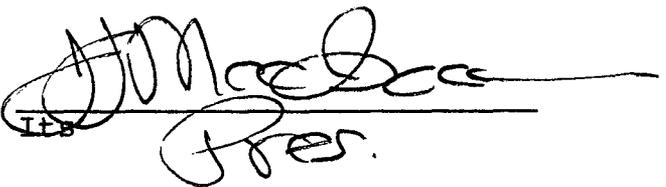
My commission expires:

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this Amendment to Finance and Security Agreement as of the date first above written.

CALIFORNIA GROUP SERVICES
"Lessor"

By _____
Its

SCHRODER LEASING CORPORATION
"Lender"

By  _____
Its

STATE OF CALIFORNIA)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO)

On this ____ day of December, 1983, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he resides at _____; that he is _____ of CALIFORNIA GROUP SERVICES, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

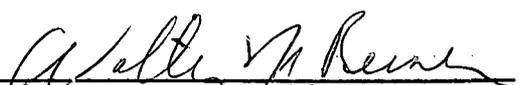
Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 9th day of December, 1983, before me personally appeared JAMES J. MacISAAC, to me personally known, who being by me duly sworn, says that he resides at 75 NORFIELD ROAD, WESTON, CT, that he is PRESIDENT of SCHRODER LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My commission expires:

WILLIAM W. FERRONE
Notary Public, State of New York
Commission Expires in Nassau County
Filed in New York County
March 30, 1984