

14175-C

LAW OFFICES

ALVORD AND ALVORD

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918 SIXTEENTH STREET, WASHINGTON, D.C.

WASHINGTON, D. C.

20006-2912

May 22, 1984

14175  
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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

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

4-143A105

No. MAY 22 1984

Date .....

Fee \$ 10.00

ICC Washington, D. C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three fully executed counterparts of a Collateral Assignment dated as of March 1, 1984, a secondary document, which relates to a Security Agreement dated as of September 29, 1983, Amendment to Security Agreement dated as of March 1, 1984 and Collateral Assignment dated as of March 1, 1984 which are duly filed and recorded under Recordation Number 14175.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

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

Assignor: California Group Services, Inc.  
1717 North California Street  
P.O. Box 8012  
Walnut Creek, California 94598

Assignee: Central Bank, a California State bank  
395 Taylor Boulevard  
Pleasant Hill, California 94523

The undersigned is agent for the Assignor for the purpose of submitting the enclosed document for filing and recordation.

Kindly return the stamped counterparts of the enclosed document to Charles T. Kappler, Esq., Alvord and

*Charles T. Kappler - CT. Kappler*

S C H E D U L E A

65 42-foot, 100-ton railcars, bearing road numbers SP800000 through SP800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP800065 through SP800099, inclusive;  
and

50 James-Furman railcars, bearing road numbers SP800100 through SP800149.

Interstate Commerce Commission  
Washington, D.C. 20423

5/22/84

OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006-2973

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 5/22/84 at 12:30pm and assigned re-  
recording number(s). 14175-C

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30  
(7/79)

MAY 22 1984 12 10 PM

COLLATERAL ASSIGNMENT INTERSTATE COMMERCE COMMISSION

1. This Collateral Assignment is made and entered into as of March 1, 1984, by and between Central Bank, a bank chartered under the laws of the State of California, and California Group Services, a California corporation.

2. Pursuant to a Lease Assignment between Greenbrier Leasing Corporation, a Delaware corporation, and James-Furman & Company, an Oregon general partnership, dated as of March 1, 1984, Greenbrier Leasing Corporation assigned to James-Furman & Company all of its right, title and interest as lessor in a Railroad Equipment Lease Agreement dated as of September 26, 1983 (the "Lease") and under which Southern Pacific Transportation Company, a Delaware corporation, agreed to lease the gondola railcars which are identified on Schedule A which is attached hereto and by this reference made a part hereof (the "Railcars").

3. Under a Security Agreement dated as of September 29, 1983, an Amendment to Security Agreement dated as of March 1, 1984, between James-Furman & Company, and California Group Services, which is referred to as California Group Services, Inc., in the Collateral Assignment, California Group Services was granted a security interest in the following collateral:

(a) The Railcars together with all accessories, equipment, parts and appurtenances appertaining or attached to any thereof, whether now or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all thereof, together with all the rents, issues, income, profit and avails therefrom; and

(b) The Lease including any extensions of the term of the Lease, together with all rights, powers, privileges, options and other benefits of James-Furman & Company under the Lease, including without limitation the right to consent to any amendments, modifications or waivers therein or with respect thereto and the immediate and continuing right to receive and collect all rental and loss value payments, insurance proceeds, condemnation awards and other payments, tenders and security now or hereafter payable to or receivable by James-Furman & Company, under the Lease;

(collectively the "Collateral").

4. As further security for advances to be made from time to time to California Group Services, pursuant to a Loan and Security Agreement dated as of February 24, 1984, between California Group Services, and Central Bank (the "Loan Agreement"), California Group Services, hereby assigns to Central Bank, its successors and assigns, all of its rights, interests and privileges in and to the Collateral.

5. Central Bank hereby accepts this assignment.

6. The terms and provisions of this Collateral Assignment are more particularly set forth in the Loan Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Collateral Assignment to be duly executed as of the date first above written.

CENTRAL BANK, a California State chartered bank

By: *Ronald J. ...*  
Its: Chief Financial Officer

CALIFORNIA GROUP SERVICES, a California corporation

By: *[Signature]*  
Its: VICE PRESIDENT

SCHEDULE A

Identification of Railcars

65 42-foot, 100-ton railcars, bearing road numbers SP800000 through SP800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP800065 through SP800099, inclusive; and

50 James-Furman railcars, bearing road numbers SP800100 through SP800149 .

STATE OF CALIFORNIA            )  
                                          )  
COUNTY OF CONTRA COSTA        )            SS

On this 17th day of May, 1984, before me personally appeared Steven M. Pickens, to me personally known, who being by me duly sworn, says that he is Vice President of CALIFORNIA GROUP SERVICES, and said instrument was signed on behalf of said corporation, and that he acknowledged that the execution of the foregoing instrument was his free act and deed.

*C. Diane Hudson*  
\_\_\_\_\_  
NOTARY PUBLIC

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[NOTARIAL SEAL]



My Commission Expires: May 15, 1987

STATE OF CALIFORNIA            )  
                                          )  
COUNTY OF CONTRA COSTA        )            SS

On this 17th day of MAY, 1984, before me personally appeared Gerald R. Taylor, to me personally known, who being by me duly sworn, says that he is Chief Financial Officer of CENTRAL BANK, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was his free act and deed.



[NOTARIAL SEAL]

*Susanne V. Cook*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: May 25, 1987