

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

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

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

RECORDATION FILED 13885-A

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

MAY 20 1986 -2 20 PM

May 20, 1986 INTERSTATE COMMERCE COMMISSION TELEX
3367 A AND A

6-140A018

No.

Date MAY 20 1986

10.00

ICC Washington, D.C.

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

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are two fully executed and acknowledged counterparts of a Release Agreement dated as of March 1, 1986, a "secondary document" as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Finance and Security Agreement dated as of November 1, 1982, which was duly filed and recorded at 3:00 p.m. on December 29, 1982 and assigned Recordation Number 13885.

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

The names and addresses of the parties to the enclosed Release Agreement are:

Schroder Leasing Corporation
One State Street
New York, New York 10004

California Group Services
One Walnut Creek Center
100 Pringle Avenue
Walnut Creek, California 94596

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

this one is 13885-A

Copy to A.H. [unclear]

Mr. James H. Bayne
Secretary
Interstate Commerce Commission

Page Two

Kindly return a stamped counterpart of the Release Agreement to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006

A short summary of the enclosed document to appear in the Commission's Index is:

Release Agreement dated as of March 1, 1986 covering the railroad equipment subject to a Finance and Security Agreement dated as of November 1, 1982.

Very truly yours,

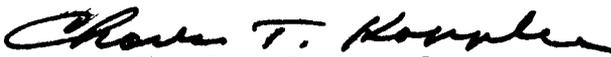

Charles T. Kappler

Exhibit A

DESCRIPTION OF EQUIPMENT

<u>Number of Cars</u>	<u>Description</u>	<u>Identifying Mark and Numbers</u>
120	70-Ton Trailer-On- Flatcars	SP 900,011 through SP 900,130, both inclusive

13885-A
Filed 1425

RELEASE AGREEMENT **MAY 20 1986 -2 20 PM**

INTERSTATE COMMERCE COMMISSION

THIS RELEASE AGREEMENT dated as of March 1, 1986 between SCHRODER LEASING CORPORATION, a New York corporation ("Lender") and CALIFORNIA GROUP SERVICES, a California corporation ("Lessor").

W I T N E S S E T H:

WHEREAS, pursuant to a Finance and Security Agreement dated as of November 1, 1982 (the "First Security Agreement") and a second Finance and Security Agreement dated as of January 1, 1983 (the "Second Security Agreement") as amended by an Amendment to Finance and Security Agreement dated December 9, 1983 (the "Amendment") (together the First Security Agreement, the Second Security Agreement and the Amendment referred to herein as the "Security Agreements") between Lessor and Lender, Lender purchased the Notes (as defined in the Security Agreements) of Lessor, and, to secure payment of the principal and interest on the Notes and certain other amounts, Lessor assigned, granted and pledged a security interest in the Equipment and the Leases (both as defined in the Security Agreements) to Lender;

WHEREAS, the First Security Agreement was filed for record in the offices of the Interstate Commerce Commission in Washington, D.C. on December 29, 1982 at 3:00 p.m. and was assigned recordation number 13885; the Second Security Agreement was filed for record in the offices of the Interstate Commerce Commission in Washington, D.C. on February 7, 1983 at 1:45 p.m. and was assigned recordation number 13943; and the Amendment was filed for record in the offices of the Interstate Commerce Commission in Washington, D.C. on December 16, 1983 at 12:00 p.m. and was assigned recordation number 13943-A; and

WHEREAS, the Lessor has paid in full the principal and interest due on the Notes and has paid all other amounts due pursuant to the Security Agreements and has fully performed all its covenants in the Security Agreements;

NOW, THEREFORE, the parties hereto agree as follows:

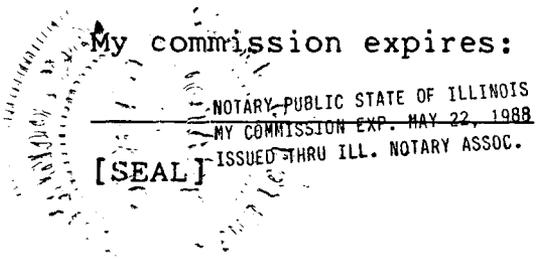
1. The Lender acknowledges that Lessor has fully paid its obligations under the Notes and the Security Agreements and has fully performed all its covenants under the Security Agreements. Accordingly, Lender hereby absolutely and unconditionally releases and discharges its security interest and any other rights, title or interest which it may have in the Equipment and the Leases.

2. The Security Agreements are hereby terminated and neither party thereto shall have any further obligations thereunder. Lender agrees that it will, at the expense of

ILLINOIS
STATE OF ~~CALIFORNIA~~)
 COOK) SS:
COUNTY OF ~~SAN FRANCISCO~~)

On this 19th day of May, 1986, before me personally appeared Steven M. Pickens, to me personally known, who being by me duly sworn, says that he is the Vice President of CALIFORNIA GROUP SERVICES, that the foregoing instrument was signed 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.

My commission expires:



Clare C. Potempa
NOTARY PUBLIC