

14086-13
\$10

LAW OFFICES

ALVORD AND ALVORD

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

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

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

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

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

May 21, 1984

RECORDATION NO. 14086-13 Filed 1425

TELEX
440367 A AND A
440348 CDAA UI

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

4-142A130
No. MAY 21 1984
Date
Fee \$ 10.00

Dear Mr. Bayne:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are six fully executed copies of an Amendment to Finance and Security Agreement dated as of December 31, 1983, a "secondary document" as that term is defined in 49 C.F.R. §1177.1(b).

The enclosed document amends a Finance and Security Agreement dated as of June 28, 1983 which was duly filed and recorded at 11:45 a.m. on June 30, 1983 and assigned Recordation Number 14086.

A description of 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 document are:

Debtor: State Street Bank & Trust Company,
as Lessor
225 Franklin Street
Boston, Massachusetts 02101

Secured
Party: Schroder Leasing Corporation
One State Street
New York, New York 10004

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

Charles T. Kappler

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
May 21, 1984
Page Two

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

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

Amendment to Finance and Security Agreement dated as of December 31, 1983 to Finance and Security Agreement dated as of June 28, 1983 between State Street Bank & Trust Company, as Lessor, Debtor, and Schroder Leasing Corporation, Secured Party, covering two hundred forty-eight (248) 70-Ton Trailer-On-Flatcars or Trailer-On-Flatcars/Container-On-Flatcars.

Very truly yours,

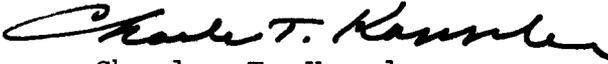

Charles T. Kappler

Exhibit A

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers</u>
248	70-Ton Trailer- On-Flatcars or Trailer-On-Flatcars/ Container-On-Flatcars	SP900580-SP900679 SP900680-SP900721 SP900780-SP900874 SP900880-SP900890

MAY 21 1984 2 25 PM

INTERSTATE COMMERCE COMMISSION
AMENDMENT TO FINANCE AND SECURITY AGREEMENT

THIS AMENDMENT TO FINANCE AND SECURITY AGREEMENT dated as of December 31, 1983, between STATE STREET BANK AND TRUST COMPANY, a Massachusetts corporation ("Lessor") and SCHRODER LEASING CORPORATION, a New York corporation ("Lender").

W I T N E S S E T H :

WHEREAS, Lessor and Lender have entered into a Finance and Security Agreement dated as of June 28, 1983, which was filed with the Interstate Commerce Commission on June 30, 1983, and assigned recordation number 14086; and

WHEREAS, Lessor and Lender wish to amend the Finance and Security Agreement to reflect a change in the number of cars subject to the Finance and Security Agreement and to correct a mistake in the description of the equipment;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants contained herein, Lessor and Lender agree as follows:

Section 1. The number of Cars subject to the Finance and Security Agreement shall be changed from 250 to 248, wherever it occurs in such Finance and Security Agreement.

Section 2. The numbers in the description of the equipment subject to the Finance and Security Agreement, wherever it occurs in such Finance and Security Agreement, shall be changed to read as follows:

SP900580-SP900679
SP900680-SP900721
SP900780-SP900874
SP900880-SP900890

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Finance and Security Agreement to be executed in their respective names as of the date first above written.

STATE STREET BANK AND TRUST
COMPANY

By John W. [Signature]
Title: Assets Vice President
By William [Signature]
Title: _____

SCHRODER LEASING CORPORATION

By [Signature]
Title: President

STATE OF Massachusetts)
) ss.:
COUNTY OF Suffolk)

On this date, April 24, 1984, before me personally appeared Patricia W. Jenkins, to me personally known, who, being duly sworn, did depose and say that she is the AVP of SSB&T Co., the corporation described in and which executed the foregoing instrument; and that she signed ~~his~~^{her} name thereto by authority of the Board of Directors of said corporation, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine Kelley

Notary Public

ELAINE KELLEY, Notary Public

My Commission Expires February 16, 1990

[NOTARIAL SEAL]

STATE OF Massachusetts)
) ss.:
COUNTY OF Suffolk)

On this date, April 24, 1984, before me personally appeared David L. Wright, to me personally known, who, being duly sworn, did depose and say that he is the Vice President of SSB&T Co., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine Kelley

Notary Public

ELAINE KELLEY, Notary Public

My Commission Expires February 16, 1990

[NOTARIAL SEAL]

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

On this date, 19th of April, 1984, before me personally appeared James J. MacIsaac, to me personally known, who, being duly sworn, did depose and say that he is the President of Schroder Leasing Corp. the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter M. Reine
Notary Public

[NOTARIAL SEAL]

WALTER M. REINE
Notary Public, State of New York
No. 00 6243833 Qual. in Nassau County
Commission Expires March 1985

84