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14357-A

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WASHINGTON, D. C.

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REGISTRATION NO. 14357-A Filed 1425

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

No. 5-136A029
Date MAY 16 1985
Fee \$ 10.00
ICC Washington, D. C.

MAY 16 1985 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

May 16, 1985

BY HAND DELIVERY

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(a) are four (4) fully executed copies of an Amendment to Finance and Security Agreement dated as of December 1, 1984, a "secondary document" as that term is defined in 49 C.F.R. §1177.1(6).

The enclosed document relates to a Finance and Security Agreement dated as of June 1, 1984, which was duly filed and recorded on June 28, 1984 and assigned Recordation Number 14357.

A general 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 and Trust
Company, as Lessor
225 Franklin Street
Boston, Massachusetts 02101

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

C.T. Kappler

C. Dudley

Mr. James H. Bayne
Page Two
May 16, 1985

Kindly return three (3) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C., 20006 or the bearer hereof.

Also enclosed is a check in the amount of \$10.00 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:

Amendment to Finance and Security Agreement dated as of December 1, 1984 between State Street Bank and Trust Company, as Lessor, Debtor, and Schroder Leasing Corporation, as Lender, Secured Party, relating to railroad cars as described therein.

Very truly yours,


Charles T. Kappler

CTK/mlt
Enclosures

EXHIBIT A

SP 901200 - 901459
SP 901500 - 901749
SP 910101 - 910327

SP 910001 SP 910031
SP 910002 SP 910032
SP 910003 SP 910033

SP 910005 SP 910035
SP 910006 SP 910036
SP 910007 SP 910037

SP 910011 SP 910041
SP 910012 SP 910042
SP 910013 SP 910043

SP 910015 SP 910045
SP 910016 SP 910046
SP 910017 SP 910047

SP 910021 SP 910051
SP 910022 SP 910052
SP 910023 SP 910053

SP 910025 SP 910055
SP 910026 SP 910056
SP 910027 SP 910057

SP 910061 SP 910071
SP 910062 SP 910072
SP 910063 SP 910073

SP 910065 SP 910075
SP 910066 SP 910076
SP 910067 SP 910077

RECORDATION NO. 14357 A
Filed 1425

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AMENDMENT TO FINANCE AND SECURITY AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT to Finance and Security Agreement as of December 1, 1984 by and between State Street Bank and Trust Company, a Massachusetts corporation ("SSBT") and Schroder Leasing Corporation, a New York corporation ("Lender").

W I T N E S S E T H:

WHEREAS, SSBT and Lender have entered into a Finance and Security Agreement dated as of June 1, 1984, which was filed with the Interstate Commerce Commission on June 28, 1984, and assigned recordation number 14357; and

WHEREAS, SSBT and Lender wish to amend the Finance and Security Agreement to correct a mistake in the description of the equipment;

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

Section 1. The numbers in the description of the equipment appended to the Finance and Security Agreement as Exhibit A shall be changed to read as follows:

SP 901200 - 901459
SP 901500 - 901749
SP 910101 - 910327

SP 910001 SP 910031
SP 910002 SP 910032
SP 910003 SP 910033

SP 910005 SP 910035
SP 910006 SP 910036
SP 910007 SP 910037

SP 910011 SP 910041
SP 910012 SP 910042
SP 910013 SP 910043

SP 910015 SP 910045
SP 910016 SP 910046
SP 910017 SP 910047

SP 910021 SP 910051
SP 910022 SP 910052
SP 910023 SP 910053

SP 910025 SP 910055
SP 910026 SP 910056
SP 910027 SP 910057

SP 910061
SP 910062
SP 910063

SP 910071
SP 910072
SP 910073

SP 910065
SP 910066
SP 910067

SP 910075
SP 910076
SP 910077

IN WITNESS WHEREOF, the parties 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 & TRUST COMPANY ("SSBT")

By

Title:

SCHRODER LEASING CORPORATION ("LENDER")

By

Title:

STATE OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this 16th day of April, 1985, before me personally appeared Patricia W. Jenkins, to me personally known, who being by me duly sworn, says that he is the Asst. Vice President of STATE STREET BANK AND TRUST COMPANY, that said Amendment to Finance and Security Agreement 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.

Paul Masuret
Notary Public

[NOTARIAL SEAL]

My commission expires: PAUL MASURET
Notary Public
My Commission Expires February 6, 1992

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

On this 10th day of April, 1985, before me personally appeared J. MacIsaac, to me personally known, who being by me duly sworn, says that he is the President of SCHRODER LEASING CORPORATION, that said Amendment to Finance and Security Agreement 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.

Walter N. Reim
Notary Public

[NOTARIAL SEAL]

My commission expires:

WALTER N. REIM
Notary Public, State of New York
My Commission Expires in Nassau County
New York County
1987