

RECORDATION NO. 10826 Filed 1425

SEP 19 1979 - 9 00 AM

INTERSTATE COMMERCE COMMISSION

AMERICAN LEASING INVESTORS
295 Madison Avenue
New York, New York 10016

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September 19, 1979

Date SEP 19 1979

Fee \$ 100.00 + 50.00 = 150.00

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Washington, D. C.

Secretary of Interstate Commerce Commission
Washington, D.C. 20423

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed please find for recordation under the Interstate Commerce Act pursuant to Title 49, Part 1116 of the rules and regulations thereunder 2 copies of each of the following original executed duly acknowledged documents:

- (a) Railroad Lease Agreement dated as of July 17, 1979.

WARRENTON RAIL ROAD COMPANY - Lessee

BRAE CORPORATION - Lessor

- (b) Assignment of Railroad Lease Agreement dated as of September 13, 1979 between Brae Corporation and American Leasing Investors making

AMERICAN LEASING INVESTORS - Lessor
(under the Railroad Lease Agreement referred to in (a) above).

- (c) (1) Shipper Agreement dated August 20, 1979.

CARGILL, INCORPORATED - Shipper Lessee

BRAE CORPORATION - Lessor

attached to which as ATTACHMENT B is the following agreement -

- (2) Shipper Full Service Lease Agreement dated August 20, 1979

CARGILL, INCORPORATED - Shipper Lessee

BRAE CORPORATION - Lessor

- (d) Assignment of Cargill, Inc. Agreements dated as of September 13, 1979 between Brae Corporation and American Leasing Investors making

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I.C.C.
FEE OPERATION

Handwritten notes:
- A
- A
C. J. Karpman

Interstate Commerce Commission
Washington, D.C. 20423

9/19/79

OFFICE OF THE SECRETARY

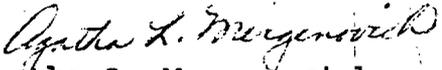
Stephen Goldsmith
American Leasing Investors
295 Madison Avenue
New York, N.Y. 10016

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 9/19/79 at 9:00am , and assigned re-
recording number(s).

10825 & 10825-A, 10826, 10826-A & 10826-B

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

10825 A

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ASSIGNMENT OF RAILROAD LEASE AGREEMENT SEP 19 1979 - 9 00 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Brae Corporation, a Delaware corporation ("Brae"), and Warrenton Rail Road Company, a North Carolina corporation ("Warrenton"), entered into a railroad lease agreement dated as of July 17, 1979 (the "Lease"), with Brae as Lessor and Warrenton as Lessee, relating to 130 covered hopper cars bearing identification numbers WAR 14100 through WAR 14229 (the "Railcars"); and

WHEREAS, pursuant to the terms of the Lease, Brae is authorized to assign all of its rights and obligations under the Lease to an owner of the Railcars if such owner enters into a management agreement relating to the Railcars with Brae or an affiliate of Brae; and

WHEREAS, Brae desires to assign all of its rights under the Lease to American Leasing Investors, a California limited partnership ("ALI"); and

WHEREAS, ALI has entered into an agreement to become the owner of the Railcars and has entered into a management agreement for th management of the Railcars by Brae Railcar Management, Inc., an affiliate of Brae;

NOW, THEREFORE, in consideration of the premises contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, ALI and Brae hereby agree as follows:

1. Brae hereby sells, assigns, conveys, transfers and delivers to ALI all of its right, title and interest in the Lease.

2. Brae covenants and agrees that it shall take all required actions under the Lease, including the giving of notice to Warrenton thereunder, which actions are required in order to effectuate the assignment of the Lease to ALI hereunder.

3. ALI hereby accepts the assignment contained in Section 1 hereof and covenants with Brae to assume, faithfully perform, satisfy and/or discharge all of the terms, conditions, obligations and/or responsibilities which were to have been performed, satisfied or discharged by Brae under the Lease.

IN WITNESS WHEREOF, Brae and ALI have caused this Assignment of Railroad Lease Agreement to be duly executed as of this 13th day of September 1979.

BRAE CORPORATION

By

Title

J. J. Rouse
Vice President - Marketing

AMERICAN LEASING INVESTORS
by its Managing General Partner
ALI Management Corp.

By

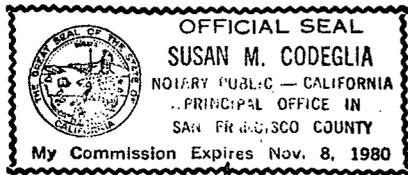
Title

Stephen J. [Signature]
Exec VP

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On this 13th day of September, 1979,
before me personally appeared Jerry Riessen,
to me personally known, who being by me duly sworn says that such
person is Vice President-Marketing of Brae Corporation, and
that the foregoing Assignment was signed on behalf of said corp-
oration by authority of its board of directors, and such person
acknowledged that the execution of the foregoing instruments were
the free acts and deeds of such corporation.



Susan M. Codeglia
NOTARY PUBLIC

STATE OF New York
COUNTY OF New York

On this 17th day of Sept, 1979,
before me personally appeared STEVEN GOLDSMITH, to me
personally known, who being by me duly sworn says that such person
is the EXEC VP of ALI Management Corp., the Man-
aging General Partner of American Leasing Investors, a California
limited partnership, and that the foregoing Assignment was signed
on behalf of said partnership by authority of its Managing General
Partner, and such person acknowledged that the execution of the
foregoing instruments were the free acts and deeds of such part-
nership.

Gail R. Klein
NOTARY PUBLIC

GAIL R. KLEIN
Notary Public, State of New York
No. 30-4668519
Qualified in Nassau County
Commission Expires March 30, 1980