

10630-L

RECORDATION NO. 10630-8 Filed 1425

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INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of December 7, 1979 to Equipment Trust Agreement dated as of June 1, 1979 ("Agreement") between Morgan Guaranty Trust Company of New York ("Trustee") and Brae Corporation (the "Company").

THE PARTIES AGREE:

Pursuant to Section 3.01 of the Agreement, Schedule A to the Agreement is hereby amended to read in its entirety as provided in Annex I to this Amendment.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE

By [Signature]  
Trust Officer

ATTEST:

[Signature]  
Assistant Secretary

BRAE CORPORATION

By [Signature]  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

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

On the 7<sup>th</sup> day of December, 1979, before me personally came P. J. Crooks, to me known, who, being by me duly sworn, did depose and say that he resides at Lambertville, New Jersey 08533; that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by the authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

*Maureen M. Shane*

Notary Public

MAUREEN M. SHANE  
NOTARY PUBLIC, State of New York  
No. 01110449400  
Qualified in Kings County  
Certificate filed in New York County  
Commission expires March 30, 1981

(SEAL)

STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.:

On the \_\_\_ day of \_\_\_\_\_, 1979, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that he resides at \_\_\_\_\_; that he is the Vice President of BRAE CORPORATION, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

\_\_\_\_\_  
Notary Public

(SEAL)



## ANNEX I

| <u>Lessee</u>                          | <u>No. of<br/>Boxcars</u> | <u>Date<br/>of<br/>Leases</u> | <u>Term</u>            | <u>Equipment<br/>Identification<br/>Numbers (Both<br/>Inclusive)</u> | <u>Description</u> | <u>AAR<br/>Mechanical<br/>Designation</u> |
|--|---------------------------|-------------------------------|------------------------|--|--------------------|---|
| 1. Railroad Consultants*               | 50                        | December 1, 1978              | Approximately 15 years | UO 1500-<br>UO 1549  | 50'6",<br>70-ton   | XM  |
| 2. Berlin-Mills Railway, Inc.          | 300                       | November 2, 1978              | Approximately 15 years | BMS 00201-<br>BMS 00500  | 50'6",<br>70-ton   | XM  |
| 3. Columbia & Cowlitz Railway Company  | 100                       | July 13, 1979                 | Approximately 15 years | CLC 3401-<br>CLC 3500  | 50'6",<br>70-ton   | XM  |
| 4. South Branch Valley Rail Road       | 50                        | April 30, 1979                | Approximately 15 years | SBVR 2001-<br>SBVR 2050  | 50'6",<br>70-ton   | XM  |
| 5. Michigan Interstate Railway Company | 100                       | December 20, 1978             | Approximately 15 years | AA 5100-<br>AA 5199  | 50'6",<br>70-ton   | XM  |

\*Railroad Consultants has subleased the boxcars by a sublease dated December 1, 1978, to Union Railroad of Oregon.