

9764-B
Filed 1428
OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9762 Filed 1428

OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION
BraeLease Corporation
Three Embarcadero Center
San Francisco, California

RECORDATION NO. 9763 Filed 1428
OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

9764-A
Filed 1428
OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

9764
RECORDATION NO. Filed 1428

OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

October 12, 1978

9763-A
RECORDATION NO. Filed 1428
OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

9765
RECORDATION NO. Filed 1428
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INTERSTATE COMMERCE COMMISSION

Enclosed for filing and recording pursuant to Section 20c of the Interstate Commerce Act are the following documents relating to the railroad equipment described and marked in accordance with Schedule I attached hereto:

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INTERSTATE COMMERCE COMMISSION

- (1) Equipment Lease Agreement dated October 1, 1978 between Birmingham Trust National Bank, as Owner Trustee and BraeLease Corporation (hereinafter called BraeLease Lease).
- (2) Lease Agreement dated as of February 28, 1978 between BRAE Corporation and Willis B. Kyle Inc. (hereinafter called Kyle Lease) (including Riders No. 1, 2 and 3 and Equipment Schedule No. 1), Amendment No. 1 thereto dated as of March 31, 1978 and Amendment No. 2 thereto dated as of April 15, 1978.*
- (3) Sublease Agreement dated as of March 28, 1978 between Willis B. Kyle Inc. and Yreka Western Railroad Company (hereinafter called Yreka Sublease) (including Riders No. 1, 2 and 3 and Equipment Schedule No. 1) and an Assignment of the Sublease Agreement dated as of October 11, 1978 to BraeLease Corporation.*
- (4) Purchase Agreement dated as of September 30, 1978 between FMC Corporation and BraeLease Corporation (hereinafter called Purchase Agreement), an Assignment of the Purchase Agreement dated as of October 1, 1978 to Birmingham Trust National Bank, as Owner Trustee, and a Consent to the Assignment dated as of October 1, 1978 by FMC Corporation.

*and an assignment of said agreement dated as of October 11, 1978, to Birmingham Trust National Bank, as Owner Trustee.

No.
Date OCT 13 1978
Fee \$ 2.10
ICC Washington, D. C.

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OCT 13 1978 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OCT 13 2 05 PM '78
I.C.C.
FEE OPERATION BR.

(Handwritten signature)

The names and addresses of the parties to the above transactions are as follows:

(1) BraeLease Lease

(a) Lessor: Birmingham Trust National
Bank, as Owner Trustee
P. O. Box 2554
Birmingham, Alabama 35290

(b) Lessee: BraeLease Corporation
Three Embarcadero Center
San Francisco, California
94111

(2) Kyle Lease

(a) Lessor: BraeLease Corporation
Three Embarcadero Center
San Francisco, California
94111

(b) Lessee: Willis B. Kyle Inc.
1350 "O" Street, Suite 301
Fresno, California 93721

(3) Yreka Sublease

(a) Lessor-
Assignor: Willis B. Kyle Inc.
1350 "O" Street, Suite 301
Fresno, California 93721

(b) Lessee: Yreka Western Railroad Company
300 East Minor Street
Yreka, California 96097

(c) Assignee: BraeLease Corporation
Three Embarcadero Center
San Francisco, California 94111

(4) Purchase Agreement

(a) Manufacturer: FMC Corporation
Box 3616
4700 Northwest Front Avenue
Portland, Oregon 97208

- (b) Vendee-
Assignor: BraeLease Corporation
Three Embarcadero Center
San Francisco, California 94111
- (c) Assignee: Birmingham Trust National Bank,
as Owner Trustee.
P. O. Box 2554
Birmingham, Alabama 35290

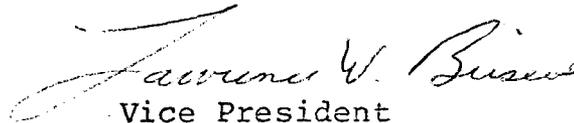
BRAE Corporation, the corporation which originally executed the Kyle Lease was merged into its wholly-owned subsidiary, BraeLease Corporation, on September 27, 1978. Pursuant to such merger, BraeLease Corporation assumed all of the rights and obligations of BRAE Corporation. Accordingly, BraeLease Corporation is now party to the Kyle Lease.

Also enclosed is our check payable to the order of the Interstate Commerce Commission in the amount of \$200, the prescribed fee for filing and recording the enclosed documents.

Please file and record the enclosed documents and cross-index them under the names of, in the case of the BraeLease Lease, the Lessor and the Lessee, in the case of the Kyle Lease, the Lessee and the Lessor (both BraeLease Corporation and its predecessor, BRAE Corporation), in the case of the Yreka Sublease, the Lessor-Assignor, the Lessee and the Assignee,* and in the case of the Purchase Agreement, the Manufacturer, the Vendee-Assignor and the Assignee.

Return to the person presenting this letter, together with your letter confirming such filing and recordation and your fee receipt therefor, all counterparts of the enclosed documents not required for filing.

Very truly yours,


Vice President

The Kyle Lease and the Yreka Sublease should also be cross-indexed under the name of Birmingham Trust National Bank, as Owner-Trustee, as Assignee.

SCHEDULE I

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Markings</u>
100	70-ton 50 '6" Box Cars, AAR Class XM	YW25101-YW25200	"Property of and leased from Birmingham Trust National Bank, as trustee, subject to an agreement filed under the Interstate Commerce Act, Section 20c"

October 11, 1978

BraeLease Corporation
Three Embarcadero Center
Suite 1760
San Francisco, California 94111

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INTERSTATE COMMERCE COMMISSION

Gentlemen:

The undersigned Willis B. Kyle Incorporated ("Kyle") leased from you 100 railroad cars pursuant to a written Lease Agreement dated February 28, 1978 as amended by an Amendment No. 1 dated as of March 31, 1978 and Amendment No. 2 dated as of April 15, 1978 ("Lease") with your predecessor corporation, BRAE Corporation, a California corporation. The undersigned has subleased such cars to the Yreka Western Railroad Co. ("Yreka") pursuant to a written sublease dated March 28, 1978, a copy of which is attached to this letter ("Sublease").

In that connection, we hereby assign to you all of our right, title and interest in such Sublease to secure the performance of our obligations under the Lease. We further acknowledge to you that we have irrevocably instructed Yreka to pay to you all sums which would otherwise be due us under the Sublease. We further acknowledge that such Sublease in no way reduces, diminishes or limits our obligations under the Lease.

We also hereby covenant and agree upon your written request to assign our right, title and interest in the Sublease (or to consent to your assignment thereof) as security to any financial entity lending money or extending credit to you.

Very truly yours,

WILLIS B. KYLE INCORPORATED

By *Willis B. Kyle*
[Corporate Seal]

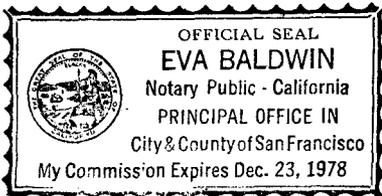
[Corporate Seal]
Accepted:

BraeLease Corporation

By *Lawrence W. Buisson*

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

On this 11th day of October 1978, before me personally appeared WILLIS KYLE, to me personally known, who being by me duly sworn, says that he is a President of WILLIS B. KYLE, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation, that such instrument was signed and sealed on behalf of such 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 such corporation.



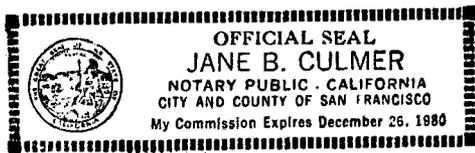
(Notarial Seal)

Eva Baldwin
Notary Public

My Commission Expires: December 23, 1978

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

On this 11 day of October 1978, before me personally appeared Lawrence V. Bissone, to me personally known, who being by me duly sworn, says that he is a Vice President of BraeLease Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation, that such instrument was signed and sealed on behalf of such 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 such corporation.



[Notarial Seal]

Jane B. Culmer
Notary Public

My Commission Expires: December 26, 1980