

BRAE
CORPORATION

RECORDATION NO. *9875* Filed 1925

OCT 23 1980 - 12 25 PM

No. *1063*
Date **OCT 23 1980**
Fee \$ *10.00*

INTERSTATE COMMERCE COMMISSION FEDERAL EXPRESS ICC Washington, D. C.

October 22, 1980

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215, 12th & Constitution
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are four copies of the following document:

FIFTH AMENDMENT, dated as of June 26, 1980 to the Equipment Trust Agreement, dated as of November 1, 1978, between Morgan Guaranty Trust Company of New York, as Trustee, and BRAE Corporation.

It relates to 1150 XM and XP boxcars marked as follows:

OPE 15101 - 15200, inclusive
ADN 5600 - 5899, inclusive
ADN 9400 - 9699, inclusive
POTB 101 - 150, inclusive
GWF 1001 - 1200, inclusive
ESLJ 7700 - 7712, inclusive
ESLJ 7714 - 7750, inclusive
SERA 5000 - 5049, inclusive
DVS 1001 - 1050, inclusive
MSV 435 - 484, inclusive

FEDERAL EXPRESS
OCT 23 1980
WASHINGTON, D.C.

The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

Lessor: Brae Corporation
Suite 1760, Three Embarcadero Center
San Francisco, California 94111

Lender: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

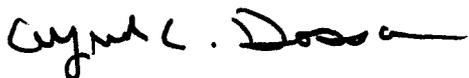
It is requested that this document be filed and recorded under the names and parties as set forth above. In view of the fact that it relates to the Equipment Trust Agreement,

previously assigned recordation number 9875 (and filed November 30, 1978 at 11:05 a.m.), we request that it be assigned the next available letter designation under that primary number, which we believe to be "X."

I enclose a check for \$10.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$10.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (3) three copies of the document, retaining one for your files - - all stamped with your official recordation information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alfred C. Dossa". The signature is fluid and cursive, with a long horizontal stroke at the end.

Alfred C. Dossa, Esq.
Vice President, Secretary and
General Counsel

ACD/nmd
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/4/80

OFFICE OF THE SECRETARY

Alfred C. Dossa, Esq.
Brae Corporation
Three Embarcadero Center
San Francisco, Calif. 94111

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 **10/23/80** at **12:25pm**, and assigned re-
recording number(s). **9875-X & 9875-Y**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 9875-2
FILED 1425

OCT 23 1980 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

FIFTH AMENDMENT dated as of June 26, 1980 to Equipment Trust Agreement dated as of November 1, 1978, as amended by a First Amendment dated as of March 1, 1979, a Second Amendment dated as of August 1, 1979, and a Third Amendment dated as of February 1, 1980, and a Fourth Amendment dated as of April 1, 1980, and as supplemented by a Waiver dated as of January 7, 1980 and a Waiver dated as of March 7, 1980 (as so amended and supplemented, the "Equipment Trust Agreement") between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as trustee (the "Trustee"), and BRAE CORPORATION (the "Company").

Recitals

The Company has requested that the Trustee amend the Equipment Trust Agreement as more completely described below. The Trustee has received a Written Direction to execute this Amendment from each of the Original Purchasers, which at the present time collectively hold 100% in principal amount of the outstanding Trust Certificates.

Section 9.03 of the Equipment Trust Agreement provides for amendment of the Equipment Trust Agreement under such circumstances.

ACCORDINGLY, THE PARTIES AGREE AS FOLLOWS:

1. The terms used in this Amendment which are defined in the Equipment Trust Agreement shall have the same meanings herein as specified therein.
2. Section 4.08 of the Equipment Trust Agreement is amended by deleting in its entirety the second paragraph of such Section.
3. Except as modified hereby, the Equipment Trust Agreement shall remain in full force and effect.
4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single instrument.
5. The provisions of this Amendment and all rights and obligations of the parties hereunder shall be governed by the laws of the State of New York.
6. The Company shall, at its expense, cause this Amendment to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, as soon as possible.
7. Paragraph 2 of this Amendment is intended to, and shall, constitute a release of the Trustee's security interest in the maintenance contract referred to in Section 4.08 of the Equipment Trust Agreement. The Trustee agrees to execute such termination statements (including termination statements on Form UCC-2) and releases presented to it by the Company as may be reasonably necessary or appropriate for any filing necessary or appropriate to accomplish such release.

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 corporate seals, duly attested, to be hereunto affixed as of the date first above written.

(Corporate Seal)

Attest:

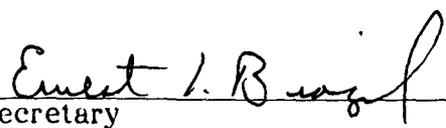

Assistant Secretary

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee

By: 
Trust Officer

(Corporate Seal)

Attest:

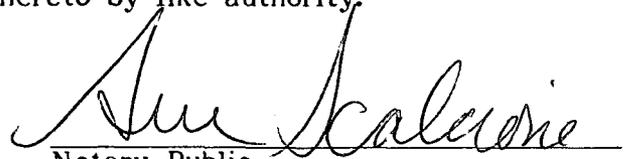

Secretary

BRAE CORPORATION

By: 
Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 13th day of August 1980, before me personally came P. J. CROOKS, to me known, who, being by me duly sworn, did depose and say that he resides at ~~76 Perry Street~~, Lambertville, New Jersey; 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 amendment; that he knows the corporate seal of said corporation; that the seal affixed to said amendment 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.


Notary Public

(Notarial Seal)

SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1981

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

On the 1st day of July, 1980, before me personally came ALFRED C. DOSSA, to me known, who, being by me duly sworn, did depose and say that he resides at 103 Bella Vista Drive, Hillsborough, California; that he is a Vice President of BRAE CORPORATION, one of the corporations described in and which executed the above amendment; that he knows the corporate seal of said corporation; that the seal affixed to said amendment 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

(Notarial Seal)