

9-151A051

LAW OFFICES OF
ROBERT G. SHEPHERD, JR.
SUITE 400 - LAFAYETTE CENTRE
1155 21ST ST., N.W.
WASHINGTON, D.C. 20036
(202) 457-7944

ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

TELEX:
277566 EXECUR
TELECOPIER:
(202) 872-0896

RECORDATION NO 9765-D FILED 1425

MAY 31 1989 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

May 31, 1989

MAY 31 11 53 AM '89
MOTOR OPERATORS UNIT

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary McGee:

I have enclosed the original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment Agreement, a secondary document dated May 1, 1989. The primary document to which this is connected is recorded under Recordation No. 9765.

We request that this assignment be cross-indexed to Recordation Nos. 9762, 9763, 9764, 16037, 16038 and 16062.

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

Lessor:

SouthTrust Bank of Alabama, N.A.
P.O. Box 2554
Birmingham, AL 35290

Lessee:

BRAE Transportation, Inc.
Three Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document follows:

The Equipment covered by the agreement consists of 98 70-ton, 50'6" Single Sheath Boxcars with 10" end-of-car Cushioning, Double 8' Sliding Doors Offset on Car, AAR Plane "C", Nailable

Counterparts - J. J. Adams

Honorable Noretta R. McGee
May 31, 1989
Page Two

Steel Flooring, manufactured by FMC Corporation and delivered in 1978. These cars carry the following running numbers:

YW-#'s 25118, 25131, 25133, 25156, 25169, 25174, 25177, 25179, 25187, 25194, and 25197;
TOE-#'s 5000-5048, 5050-5073, 6075-6085, 6087, and 6088; and
BN-# 223530

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Louis E. Gitomer
Suite 400
1155 21st Street, NW
Washington, DC 20036

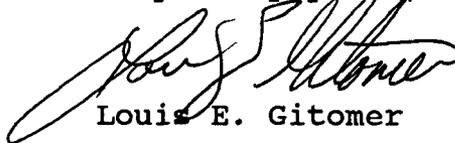
A short summary of the document to appear in the index follows:

Assignment through an Assignment Agreement between BRAE Transportation, Inc., Three Embarcadero Center, San Francisco, CA 94111, and SouthTrust Bank of Alabama, N.A., P.O. Box 2554, Birmingham, AL 35290, dated May 1, 1989, and covering 98 70-ton, 50'6" Single Sheath Boxcars with 10" end-of-car Cushioning, Double 8' Sliding Doors Offset on Car, AAR Plane "C", Nailable Steel Flooring, manufactured by FMC Corporation and delivered in 1978. These cars carry the following running numbers:

YW-#'s 25118, 25131, 25133, 25156, 25169, 25174, 25177, 25179, 25187, 25194, and 25197;
TOE-#'s 5000-5048, 5050-5073, 6075-6085, 6087, and 6088; and
BN-# 223530

This Assignment is related to Recordation No. 9762, 9763, 9764, 16037, 16038, and 16062.

Very truly yours,



Louis E. Gitomer

LEG/cav

RECORDATION #10

9765-D
FILED 1485

MAY 31 1989 -11 45 AM

ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

May 1, 1989

BRAE Transportation, Inc. formerly BRAE Corporation ("Lessee") leased from SouthTrust Bank of Alabama, National Association FKA Birmingham Trust National Bank, not individually but solely as Owner Trustee under a Trust Agreement dated as of May 31, 1978, with SouthTrust Bank of Alabama, National Association FKA Birmingham Trust National Bank, and Schuler Industries, Inc. ("Lessor"), railcars (the "Cars") pursuant to an Equipment Lease dated as of October 1, 1978 between Lessee and Lessor. Lessee has subleased the cars pursuant to Lease Agreements as described on the attached Schedule A, made a part hereof by this reference.

1. In order to secure performance of Lessee's obligations under the Lease, Lessee hereby assigns to Lessor all of Lessee's right, title and interest in the Sublease thereof. Lessee acknowledges that this agreement is not intended to and does not reduce, diminish or limit its obligations under the Lease, or Subleases.

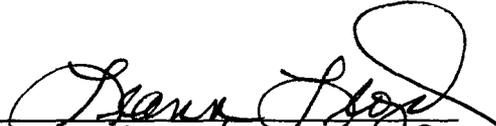
2. Lessee hereby represents and warrants to Lessor that it has not, covenants for Lessor's benefit that it will not, without Lessor's prior written consent, so long as the Lease is in effect, assign any of its right, title or interest in any of the aforementioned subleases to any person other than the Lessor.

3. This Assignment made hereby is made to Lessor solely in its capacity as Owner Trustee under the Trust Agreement referred to above and not in its individual or corporate capacity.

BRAE Transportation, Inc. (BTI)
formerly BRAE Corporation

[Corporate Seal]

By


Assistant Vice President

Schedule A

**SOUTH TRUST
CURRENT
LEASES**

1. Lease Agreement dated as of November 1, 1984 between BRAE Transportation, Inc. and Texas, Oklahoma & Eastern Railroad Company.

Lease Amendment Agreement dated November 1, 1984 between BRAE Transportation, Inc. and Texas, Oklahoma & Eastern Railroad Company.

TOE 5000-5048, 5050-5073

2. Lease Agreement dated as of May 20, 1987 between BRAE Transportation, Inc. and Texas, Oklahoma & Eastern Railroad Company.

Amendment No. 1, dated as of October 19, 1988 between BRAE Transportation, Inc. and Texas, Oklahoma & Eastern Railroad Company.

TOE 6075-6085, 6087, 6088

3. Lease Agreement dated as of May 1, 1986 between Burlington Northern Railroad Company and BRAE Transportation, Inc.

BN 223530

4. Lease Agreement dated as of February 28, 1978 between Willis B. Kyle, Inc. and BRAE Corporation.

Amendment No. 1, dated as of March 31, 1978 between BRAE Corporation and Willis B. Kyle, Inc.

Amendment No. 2, dated as of April 15, 1978 between BRAE Corporation and Willis B. Kyle, Inc.

Sublease Agreement, dated as of March 28, 1978 between Willis B. Kyle, Inc. and Yreka Western Railroad Company.

YW 25118, 25131, 25133, 25156, 25169, 25174,
25177, 25179, 25187, 25194, 25197

5. Assignment, dated October 11, 1978, of BraeLease Corporation's interest in the Kyle Sublease, dated as of February 28, 1978 and the Yreka Sublease, dated as of March 28, 1978 to Birmingham Trust National Bank, and Schuler Industries, Inc.

Any redistribution of these cars among the foregoing lessee and sublessees shall be considered to be covered by the Assignment to which this schedule is attached

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. Louis E. Gitomer
Suite 400- LaFayette Centre
1155 21st Street, N. W.
Washington, D.C. 20036

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5-31-89 at 11:45 AM, and assigned recordation number(s).

9765-D

Sincerely yours,

Narita L. McGee

Secretary

Enclosure(s)