

11965-H
RECORDATION NO. 11965 Filed 1425

AUG 29 1980 - 10 45 AM STEPTOE & JOHNSON

INTERSTATE COMMERCE COMMISSION
CHERYL A. STYB
(202) 862-2053

250 CONNECTICUT AVENUE
WASHINGTON, D. C. 20036 RECORDATION NO. 11965 Filed 1425

RECORDATION NO. 11965 Filed 1425
AUG 29 1980 - 10 45 AM

AUG 29 1980 - 10 45 AM

INTERSTATE COMMERCE COMMISSION
AUG 29 1980 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

August 29, 1980
AUG 29 1980 - 10 45 AM

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

No. ~~0-292AC30~~
Date AUG 29 1980
Fee \$ 90.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

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

Lease Agreement dated as of August 21, 1980 between Brae Railcar Management Incorporated and Cargill, Incorporated.

Assignment of Lease dated as of August 21, 1980 assigning the Lease from Brae Railcar Management, Incorporated to Brae Corporation.

Both documents relate to 125, 4,700 Ft. covered hopper railcars numbered BRAX 260,000 - BRAX 260,124.

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

Lessor/Assignor: Brae Railcar Management, Incorporated
Suite 1760, 3 Embarcadero Center
San Francisco, CA 94111

Lessee: Cargill, Incorporated
Post Office Box 9300,
Department 2
Minneapolis, MN 55440

Assignee: Brae Corporation
Suite 1760, 3 Embarcadero Center
San Francisco, CA 94111

RECEIVED
AUG 29 10 45 AM '80
I.C.C.
FEE OPERATION BR.

Clare E. Harris

August 29, 1980

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Credit and Security Agreement dated as of October 1, 1979 between Brae Corporation and Manufacturers Hanover Trust Company, previously assigned recordation number 11965, it is additionally requested that these documents be assigned the next available letter designations (which are believed to be "I" and "J" under that primary number.

Please cross-index the lease under the name of the Agent Manufacturers Hanover Trust Company, 741 Fifth Avenue, New York, New York 10022 and the Assignee Brae Corporation, Suite 1760, 3 Embarcadero Center, San Francisco, CA 94111. An additional \$20.00 has been included in the filing fee to cover the cross-indexing.

Please cross-index the Assignment of Lease under the name of the Agent, Manufacturers Hanover Trust Company, 741 Fifth Avenue, New York, New York 10022 and under the name of the Lessee, Cargill, Incorporated, Post Office Box 9300, Department 2, Minneapolis, MN 55440. An additional \$20.00 has been included in the filing fee to cover the cross-indexing.

Please return to the person presenting this letter: (1) your letter acknowledging the filing, (2) a receipt for the \$90.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) any copies of the document not required for recordation--all stamped to indicate appropriate filing information.

Very truly yours,


Cheryl A. Skigin

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/29/80

OFFICE OF THE SECRETARY

Cheryl A Skigin, Atty.
Steptoe & Johnson
1250 Connecticut Avenue
Washington, D.C. 20036

Dear **MS Skigin:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C: 11303, on **8/29/80** at **10:45am**, and assigned re-recordation number(s). **11965-F, 11965-G, 11965-H, 11965-I, 11965-J**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

CHERYL A. SKIGIN

(202) 862-2053

RECORDATION NO. 11965-F Filed 1428

AUG 29 1980 - 10 45 AM

August 29, 1980

INTERSTATE COMMERCE COMMISSION

OPERATION BR. I.C.C.

AUG 29 10 49 AM '80

RECORDED

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

No. 242AC30

No.

Date AUG 29 1980

Fee \$ 20.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U. S. C. § 11303 are six (6) copies of the following document:

Supplement No. 4 (to the Credit and Security Agreement dated as of October 1, 1979 among Brae Corp., the banks party thereto, and Manufacturers Hanover Trust Company) between Brae Corp. and Manufacturers Hanover Trust Co.

It relates to 25, 4,650-4,750 Cu. Ft. covered hopper railcars numbered IAT 2000 - IAT 2024, inclusive.

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

Debtor: Brae Corporation
Suite 1760 - 3 Embarcadero Center
San Francisco, CA 94111

Agent: Manufacturers Hanover Trust Company
741 Fifth Avenue
New York, NY 10022

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Credit and Security Agreement described above and previously assigned recordation number 11965, it is additionally requested that it be assigned the next available letter designation (which is believed to be "G") under that primary number.

Please cross-index the document under the name of the lessee, Iowa Terminal RR. Co., Post Office Box 450, Mason City, IA. An additional \$10.00 has been included in the filing fee to cover the cross-indexing.

Charles E. Harris

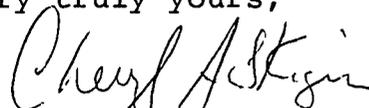
Ms. Mergenovich

-2-

August 29, 1980

Please return to the person presenting this letter: (1) your letter acknowledging the filing, (2) a receipt for the \$20.00 filing fee, paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) any copies of the document not required for recordation--all stamped to indicate appropriate filing information.

Very truly yours,



Cheryl A. Skigin

mbm

Enclosures

ICC Recordation No.

AUG 29 1980 - 10 45 AM

SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

Supplement No. 4 to Credit and Security Agreement dated as of October 1, 1979 (as amended and supplemented to date, the "Agreement") among BRAE CORPORATION (the "Company"), the banks party thereto (the "Banks") and MANUFACTURERS HANOVER TRUST COMPANY, as agent for the Banks (the "Agent").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral in which the Company has granted a lien and security interest to the Agent for the ratable benefit of the Banks, and to confirm the lien and security interest created by the Agreement on such Collateral. Any term defined in the Agreement and used herein shall have its defined meaning herein.

2. The Company has assigned, conveyed, mortgaged, pledged and transferred to the Agent for the ratable benefit of the Banks and granted to the Agent for the ratable benefit of the Banks a security interest in, and does hereby assign, convey, mortgage, pledge and transfer to the Agent for the ratable benefit of the Banks and grant to the Agent for the ratable benefit of the Banks a security interest in the following Collateral:

The lease agreement and all rentals and Proceeds thereunder and thereof, described in Schedule A attached hereto, to the extent such lease covers the Rail-cars identified in Equipment Schedule No. 1 to such lease.

3. All the terms and conditions of the Agreement are hereby incorporated in this Supplement and made a part hereof. By their execution and delivery of this Supplement the parties hereto hereby reaffirm all of the terms and conditions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement as of August 29, 1980.

BRAE CORPORATION

By Lawrence W. Briscoe
Lawrence W. Briscoe
Vice President-Finance

MANUFACTURERS HANOVER TRUST COMPANY

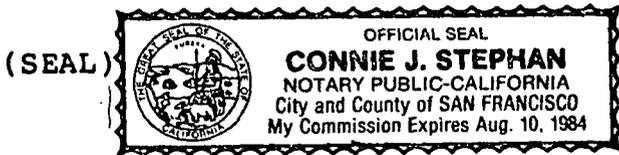
By Richard L. Wood
Vice President

SCHEDULE A

<u>No. of Units</u>	<u>Description</u>	<u>AAR Designation</u>	<u>Identification Numbers</u>	<u>Lessee</u>	<u>Date of Lease</u>	<u>Term of Lease</u>
25	Covered Hopper 4650-4750 Cu. Ft. 100 Ton	LO	IAT 2000 through IAT 2024 (both inclusive)	The Iowa Terminal Railroad Co.	1/16/80	15 yrs.

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 26th day of August, 1980, before me personally appeared LAWRENCE W. BRISCOE to me personally known, who being by me duly sworn, says that he is the Vice President-Finance of BRAE CORPORATION, that the foregoing SUPPLEMENT was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Connie J. Stephan
Notary Public

My Commission Expires: Aug. 10, 1984

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

On this 27 day of AUG, 1980, before me personally appeared RICHARD WOOD to me personally known, who being by me duly sworn, says that he is the V.P. of MANUFACTURERS HANOVER TRUST COMPANY, that the foregoing SUPPLEMENT was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Dorothy Barouch
Notary Public

My Commission Expires: _____

DOROTHY BAROUCH
NOTARY PUBLIC, State of New York
No. 41-4522891
Qualified in Queens County
Commission Expires March 30, 1982