

BRAE CORPORATION

RECORDATION NO. 11965-4M

JUL 6 1981 2 30 PM

INTERSTATE COMMERCE COMMISSION

June 17, 1981

No. 1-187A202

Date JUL 6 - 1981

Fee \$ 20.00

ICC Washington, D. C.

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

Dear Ms. Mergenovich:

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

Supplement Number Six to the Credit and Security Agreement dated as of October 1, 1979 as amended and supplemented to date, among BRAE Corporation, Manufacturers Hanover Trust Company, Crocker National Bank, Bank of California, N. A., and First National Bank of Boston.

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

DEBTOR: BRAE Corporation
Four Embarcadero Center, Suite 3100
San Francisco, CA 94111

AGENT FOR THE BANKS: Manufacturers Hanover
741 Fifth Avenue
New York, N.Y. 10022

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It is requested that this document be filed and recorded under the names of the parties set forth above. In view of the fact that it relates to the Credit and Security Agreement previously recorded and assigned Recordation Number 11965, it is also requested that it be assigned the next available letter designation under that primary number. Please cross-index this Supplement under the name of Chicago, Milwaukee, St. Paul & Pacific Railroad Company, 516 West Jackson Boulevard, Chicago, Illinois 60606. An additional \$10.00 has been included in the filing fee to cover the cross-indexing. Enclosed is a check in the amount of \$20.00 for the required recordation and filing fees.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$20 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) copies of

the document, retaining one for your files - all stamped with your recordation information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert E. Farrell". The signature is written in a cursive style with a large, sweeping initial "R".

Robert E. Farrell
Counsel

ref nmd

enclosures

cc: Alfred Dossa, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

7/7/81

OFFICE OF THE SECRETARY

Robert E. Farrell, Counsel
Brae Corporation
Three Embarcadero Center
Suite 1760
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 **7/5/81** at **2:30pm**, and assigned re-
recording number(s) **11965-M**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

11965 4m
RECORDATION NO. _____ FILE NO. _____

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ICC RECORDATION NO.

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT

Supplement No. Six 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 grants to the Agent for the ratable benefit of the Banks a security interest in the following Collateral:

- (a) The 123 Rail-cars described in Schedule A attached hereto and any proceeds thereof (such Rail-cars were previously included within the series of 125 rail-cars numbered BRAX 260000 through BRAX 260124, and were previously assigned to the Agent pursuant to Supplement No. 5 to the Credit and Security Agreement dated as of October 1, 1979 among the Company, the Agent, and the Banks party thereto; two of such rail-cars, BRAX 260101 and 260102, have been destroyed); and
- (b) The lease agreement and all rentals and proceeds there under and thereof, described in Schedule A attached hereto to the extent such lease covers the Rail-cars identified in paragraph (a) above.

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3. All 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 No. 6 as of June 1, 1981.

BRAE CORPORATION

MANUFACTURERS HANOVER TRUST COMPANY

By August C. Dosa
Title Vice President

By Richard W. Wood
Title V.P.

SCHEDULE A TO SUPPLEMENT NO. SIX

| <u>o.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> |
|-------------------|---------------------------------|------------------------|---------------------------------------|--|----------------------|----------------------|
| 123 | 4,700 cu.ft. Covered Hoppers | LO | MILW 102300 through MILW 102422 | Chicago, Milwaukee, St.Paul & Pacific Rail- road Company | 10/21/80 | 3yrs.3 mos. |

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On the 5th day of June, 19 81, before me personally appeared Alfred C. Massa, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of BRAE Corporation, the corporation which executed the above instrument; that he signed his name to the above instrument by authority of the Board of Directors of said corporation; and that he acknowledged that the execution of the above instrument was the free act and deed of such corporation.



Nancy M. Derry
Notary Public

My Commission Expires: July 30, 1984

STATE OF NY)
) ss.
COUNTY OF NY)

On this 11 day of June, 19 81, before me personally appeared RICHARD WOOD, to me personally known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT of MANUFACTURERS HANDOVER TRUST CO. the corporation which executed the above instrument, that he signed his name to the above instrument by authority of the Board of Directors of said corporation; and that he acknowledged that the execution of the above instrument was the free act and deed of such corporation.

Dorothy Melaniff
Notary Public

[seal]

My Commission Expires: _____

DOROTHY MELANIFF
NOTARY PUBLIC, State of New York
No. 02114700531
Qualified in Queens County
Commission Expires March 30, 1983