

11498 - E
FEB 19 1980 3 10 PM
FILED 1425

INTERSTATE COMMERCE COMMISSION

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE
WASHINGTON, D. C. 20036

CHERYL A. SKIGIN
(202) 862-2053

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INTERSTATE COMMERCE COMMISSION

11498 - A
RECORDATION NO. FILED 1425

11498 - C
RECORDATION NO. FILED 1425

February 14, 1980 11498 - A

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INTERSTATE COMMERCE COMMISSION

FEB 19 1980 3 10 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. FILED 1425

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Office of the Secretary
SE Room 2215
Washington, D.C. 20423

No. 0-045A049
Date FEB 14 1980
Fee \$ 180.00
ICC Washington, D. C.
FEB 19 1980 3 10 PM
INTERSTATE COMMERCE COMMISSION
11498 - B
FILED 1425

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are several copies of the following documents which relate to the railroad equipment hereafter identified:

1. Equipment Trust Agreement by and between Connecticut Bank and Trust Company as Trustee and Brae Corporation dated as of January 1, 1980.
2. An Assignment of Lease and Agreement dated as of February 11, 1980, by and between Brae Corporation and Connecticut Bank and Trust Company assigning the Lease Agreement entered into by and between Chicago West Pullman and Southern Railroad and Brae Corporation dated as of August 14, 1979.
3. A Substitution Agreement Number Two dated as of February 13, 1980, by and between Brae Corporation and Columbia & Cowlitz Railway Company substituting Equipment Schedules Nos. Two, Three and Four in place of the Equipment Schedule dated July 13, 1979, attached to the Lease previously recorded as document number 9875-0.
4. A Lease Agreement dated as of August 14, 1979, between Brae Corporation and the Chicago, West Pullman and Southern Railroad Company.
5. An Assignment of Lease and Agreement dated as of February 11, 1980, by and between Brae Corporation and Connecticut Bank and Trust Company assigning the Lease Agreement

Ms. Agatha Mergenovich
February 14, 1980
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entered into by and between Columbia & Cowlitz Railway Company and Brae Corporation dated as of July 13, 1979.

6. A Substitution Agreement dated as of February 8, 1980¹⁰ between Brae Corporation and the Chicago, West Pullman and Southern Railroad Company.

The equipment subject to these agreements is described more fully in the schedules attached to the Substitution Agreements.

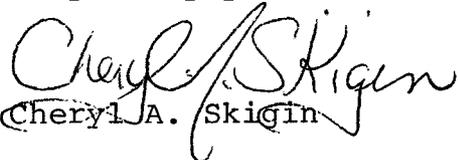
Please file and record the documents previously enumerated and cross-index them under the names set forth above. Each document should be indexed under Brae Corporation and the Connecticut Bank and Trust Company. In addition, the Lease, Assignment and Substitution Agreements pertaining to the Chicago, West Pullman and Southern Railroad should be indexed under the Chicago, West Pullman and Southern Railroad and the Substitution Agreement and the Assignment of the Columbia & Cowlitz Railway Company should be indexed under the Columbia Cowlitz Railway. An additional \$50.00 has been included in the filing fee for this cross-indexing.

Since the documents are related to the same transaction, it is requested that all be assigned the same recordation number with consecutive letter designations for all documents after the first listed above.

A check payable to the Interstate Commerce Commission in the amount of \$180.00 is enclosed to cover the filing fees and the extra fees for cross-indexing.

Please return to the person presenting this letter your fee receipt, the enclosed copies of this letter and any copies of the documents not required for recordation, all stamped to indicate appropriate filing information.

Very truly yours,


Cheryl A. Skigin

Enclosures

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The names and addresses of the parties to the transactions evidenced by the foregoing documents are as follows:

Company - Assignor - Lessor
Brae Corporation
3 Embarcadero Center Suite 1760
San Francisco, CA 94111

Trustee - Assignee
Connecticut Bank and Trust Company
1 Constitution Plaza
Hartford, CN 06115

Lessee
Chicago West Pullman & Southern Railroad
2728 East 104th Street
Chicago, IL 60617

Lessee
Columbia & Cowlitz Railway Company
P.O. Box 188
Longview, WA 98632

SUBSTITUTION AGREEMENT NUMBER TWO between
Brae Corporation ("Lessor") and Columbia
Cowlitz Railway Company ("Lessee").

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INTERSTATE COMMERCE COMMISSION

WHEREAS, the parties hereto entered into a Lease Agreement dated as of July 13, 1979 ("Lease"); and

WHEREAS, the parties hereto entered into a Substitution Agreement which was executed by Lessor on November 15, 1979 and by Lessee on November 28, 1979 (the "Substitution Agreement"), which substituted Equipment Schedules Nos. Two, Three and Four in place of the Equipment Schedule dated July 13, 1979 attached to the Lease; and

WHEREAS, the parties hereto wish to substitute Equipment Schedules Nos. 5, 6, 7, 8, 9 and 10 in place of Equipment Schedule No. Four attached to the Substitution Agreement;

Lessor and Lessee hereby agree to substitute Equipment Schedules Nos. 5, 6, 7, 8, 9 and 10 (the "Substituted Schedules"), as attached hereto, in place of Equipment Schedule No. Four attached to the Substitution Agreement. All of the terms and conditions set forth in the Lease shall apply to and govern the railcars described in the Substituted Schedules to the same extent and in the same manner as such terms and conditions applied to the Equipment Schedule dated July 13, 1979 attached to the Lease and to Equipment Schedule No. Four attached to the Substitution Agreement. Lessor and Lessee understand and agree that the railcars described in the Substituted Schedules have equal loading priority as such term is defined in Section 3B of the Lease.

BRAE CORPORATION

COLUMBIA & COWLITZ
RAILWAY COMPANY

By

Title

Date


President

Feb. 8, 1980

By

Title

Date


SECRETARY

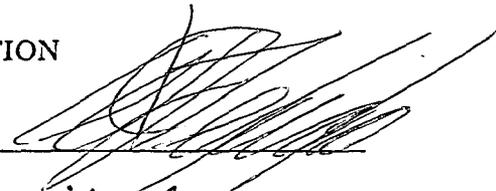
Feb. 13, 1980

EQUIPMENT SCHEDULE No. 5

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of ... July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
FB	Bulkhead Flat Car, 100 ton		60'6"	9'4"	11'		50

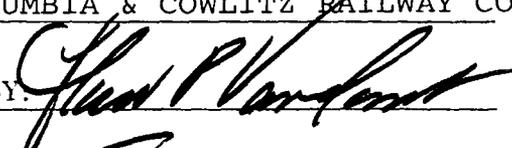
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

TITLE: SECRETARY

DATE: Feb. 13, 1980

BC-6/78

This Equipment Schedule No. 5, together with Equipment Schedules 6, 7, 8, 9 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 8

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979..

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
FB	Bulkhead Flat Car, 100 ton		60'6"	9'4"	11'		50

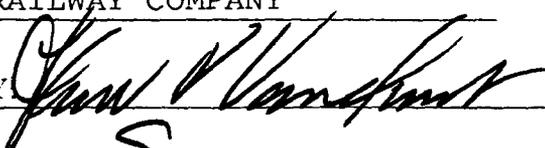
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

TITLE: SECRETARY

DATE: Feb. 13, 1980

BC-6/78

This Equipment Schedule No. 8, together with Equipment Schedules 5, 6, 7, 9 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 7

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
FB	Bulkhead Flat Car, 100 ton		60' 6"	9' 4"	11'		50

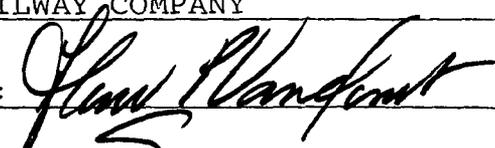
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

TITLE: Secretary

DATE: Feb. 13, 1980

BC-6/78

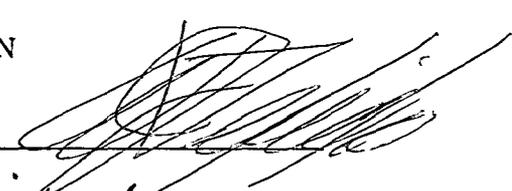
This Equipment Schedule No. 7, together with Equipment Schedules 5, 6, 8, 9 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 6

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
FB	Bulkhead Flat Car, 100 ton		60' 6"	9' 4"	11'		50

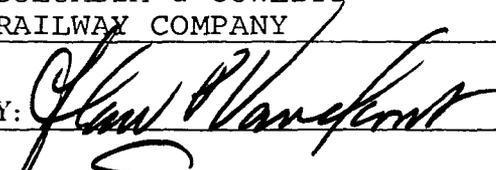
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

TITLE: SECRETARY

DATE: FEB. 13, 1980

BC-6/78

This Equipment Schedule No. 6, together with Equipment Schedules 5, 7, 8, 9 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 9

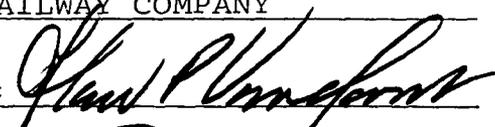
BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
HTS	Chip Car, 7000 cubic feet					End Dump	50

BRAE CORPORATION

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

BY: 

TITLE: President

TITLE: SECRETARY

DATE: Feb. 8, 1980

DATE: Feb. 13, 1980

BC-6/78

This Equipment Schedule No. 9, together with Equipment Schedules 5, 6, 7, 8 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 10

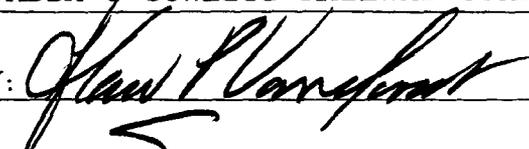
BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XP	General Purpose Boxcar, 70 ton truck w/E.O.C.	CLC 3501-CLC 3550 (inclusive)	52'6"	9'6"	11'3"	DBL 8' Plug 2' offset	50

BRAE CORPORATION

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

BY: 

TITLE: President

TITLE: SECRETARY

DATE: Feb. 8, 1980

DATE: Feb. 13, 1980

BC-6/78

This Equipment Schedule No. 4, together with Equipment Schedules 5, 6, 7, 8 and 9 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.