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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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RECORDATION NO. Filed 1425

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

INTERSTATE COMMERCE COMMISSION

No. 0-045A049
Date FEB 14 1980
Fee \$ 180.00

FEB 19 1980 3 10 PM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C. FEB 19 1980 3 10 PM

INTERSTATE COMMERCE COMMISSION

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

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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.

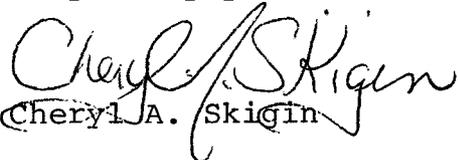
Please file and record the documents previously enumerated and cross-index them under the names set forth above. Each document should be indexed under Brae Corporation and the Connecticut Bank and Trust Company. In addition, the Lease, Assignment and Substitution Agreements pertaining to the Chicago, 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 \$170.00 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

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INTERSTATE COMMERCE COMMISSION

SUBSTITUTION AGREEMENT

BRAE CORPORATION ("Lessor") and CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY ("Lessee") hereby agree to substitute Equipment Schedules Nos. 6, 7, 8, 9, 10 and 11 (the "Substituted Schedules"), as attached hereto, in place of Equipment Schedules Nos. 3, 4 and 5 (the "Original Schedules") attached to the Lease Agreement dated as of August 14, 1979 (the "Lease") between Lessor and Lessee. 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 Original Schedules. 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

CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY

By [Signature]
Title President
Date Feb. 8, 1980

By [Signature]
Title _____
Date _____

EQUIPMENT SCHEDULE No. 6

BRAE CORPORATION hereby leases the following Cars to CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Length	Dimensions Inside Width Height		Doors Width	No. of Cars
GB	Gondola 100 Ton	CWP 500- CWP 549	52'6"		5'		50

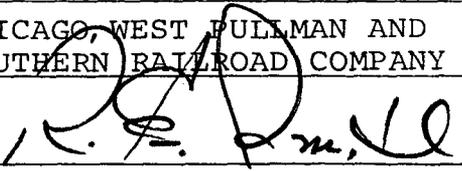
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

This Equipment Schedule No. 6, together with Equipment Schedule No. 7 is substituted in place of the original Equipment Schedule No. 3 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 7

BRAE CORPORATION hereby leases the following Cars to CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
GB	Gondola 100 Ton		52'6"		5'		50

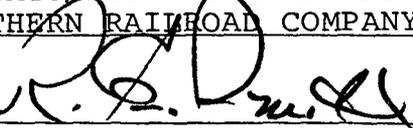
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

This Equipment Schedule No. 7, together with Equipment Schedule No. 6, is substituted in place of the original Equipment Schedule No. 3 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 8

CHICAGO, WEST PULLMAN AND

BRAE CORPORATION hereby leases the following Cars to SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
GB	Gondola 100 Ton		52'6"		5'		50

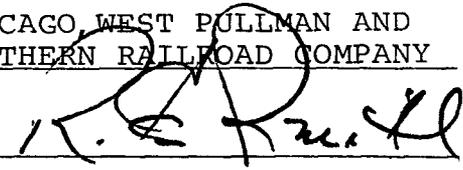
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN AND
SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

This Equipment Schedule No. 8, together with Equipment Schedule No. 9, is substituted in place of the original Equipment Schedule No. 4 attached to the above-mentioned Lease.

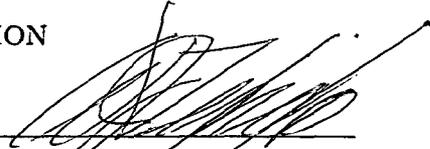
EQUIPMENT SCHEDULE No. 9

CHICAGO, WEST PULLMAN AND

BRAE CORPORATION hereby leases the following Cars to SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
GB	Gondola 100 Ton		52'6"		5'		50

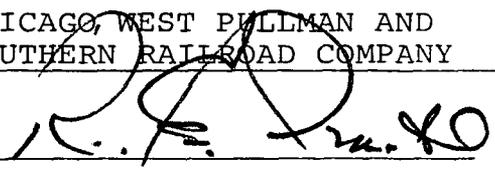
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN AND
SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

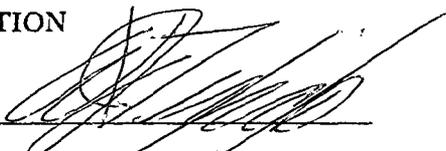
This Equipment Schedule No. 9, together with Equipment Schedule No. 8, is substituted in place of the original Equipment Schedule No. 4 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 10

BRAE CORPORATION hereby leases the following Cars to CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
GB	Gondola 100 Ton		52'6"		5'		50

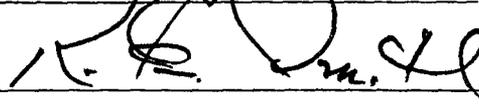
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN AND SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

This Equipment Schedule No. 10, together with Equipment Schedule No. 11, is substituted in place of the original Equipment Schedule No. 5 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 11

CHICAGO, WEST PULLMAN AND

BRAE CORPORATION hereby leases the following Cars to SOUTHERN RAILROAD COMPANY pursuant to that certain Lease Agreement dated as of August 14, 1979.

A.A.R. Mech. Design	Description	Numbers	Length	Dimensions Inside Width Height		Doors Width	No. of Cars
GB	Gondola 100 Ton		52'6"		5'		50

BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

CHICAGO, WEST PULLMAN
AND SOUTHERN RAILROAD COMPANY

BY: 

TITLE: _____

DATE: _____

BC-6/78

This Equipment Schedule No. 11, together with Equipment Schedule No. 10, is substituted in place of the original Equipment Schedule No. 5 attached to the above-mentioned Lease.