

DEWEY, BALLANTINE, BUSHBY, PALMER & WOOD

140 BROADWAY,
NEW YORK 10005

1775 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006
TELEPHONE: (202) 862-1000
FACSIMILES: (202) 862-1095
CABLE: DEWBALAW

TELEPHONE: (212) 820-1100
TELEX: 12-6825 (DOMESTIC) 620252 (INTERNATIONAL)
FACSIMILES: (212) 344-0783
CABLE: DEWBALAW

NOV 14 1 32 PM '80
FEE
DOCKET FILES
BRANCH

45, AVENUE GEORGE V
75008 PARIS, FRANCE
TELEPHONE: 720.85.21
TELEX: 620297
CABLE: DEWBALAW

WRITER'S DIRECT DIAL NUMBER:

RECORDATION NO. 11498-0 Filed 1980

November 14, 1980

NOV 14 1980 - 1 40 PM

No. RECEIVED
Date NOV 14 1980
Fee \$ 60.00
RECORDATION NO. 11498-N
FEB 83
NOV 14 1980 - 1 40 PM
INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D.C. 20433

Dear Madam:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and the Rules and Regulations of the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation, a Substitution Agreement No. 3 to Lease Agreement and a Lease Assignment with regard to the railcars described herein, used or intended for use in connection with interstate commerce as follows:

1. Five (5) executed counterparts of Substitution Agreement No. 3 to Lease Agreement, dated as of November 12, 1980 to a Lease Agreement made as of July 13, 1979, between BRAE Corporation (Lessor), a Delaware corporation, and Columbia & Cowlitz Railway Company (Lessee), a Washington corporation; and
2. Five (5) executed counterparts of a Lease Assignment, Assumption and Supplement Agreement, dated as of November 13, 1980, among BRAE Corporation, Lessor (Assignor), RAILEASE, Inc., Assignee (Lessor), a Washington corporation and Columbia & Cowlitz Railway Company (Lessee).

The address of the Lessor-Assignor, BRAE Corporation, is Three Embarcadero Center, San Francisco, California 94111. The address of the Lessee, Columbia & Cowlitz Railway Company is c/o Manager, Corporate Transportation Services Weyerhaeuser Company 2525 South 336th Street Tacoma, Washington 98477. The address of the Assignee-Lessor, RAILEASE, Inc., is 777 106th Avenue, N.E., Bellevue, Washington 98004.

The railroad equipment covered by the Substitution Agreement No. 3 to Lease Agreement consists of the following:

Ann C. Sutton
C. Owen Taylor

<u>Number</u>	<u>Description</u>
200	Bulkhead flat cars, 100 Ton, A.A.R. Mech. Design. FB or FBS, initialed and numbered CLC 1101 through CLC 1250, and CLC 1301 through 1350, all inclusive.
50	Chip cars, 6740 Cu. Ft., end dump, A.A.R. Mech. Design. GTS, initialed and numbered CLC 5001 through 5050, inclusive.
50	General Purpose Box Cars, 70 Ton, Truck w/E.O.C., A.A.R. Mech. Design. XP, initialed and numbered CLC 3501 through 3550, inclusive.

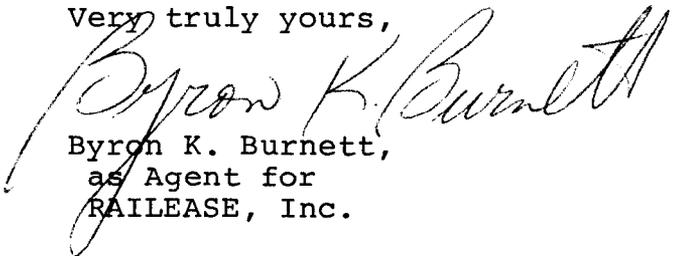
The railroad equipment covered by the Lease Assignment consists of the following:

<u>Number</u>	<u>Description</u>
200	Bulkhead flat cars, 100 Ton, A.A.R. Mech. Design. FB or FBS, initialed and numbered CLC 1101 through CLC 1250, and CLC 1301 through 1350, all inclusive.

The Substitution Agreement No. 3 to Lease and the Lease Assignment relate to a lease and agreement previously filed with the Interstate Commerce Commission under recordation nos. 9875 and 11498, the latest filings of which occurred on November 2, 1979 and February 14, 1980, respectively.

Enclosed is a check in the amount of \$60 to cover the recordation fee. Please mark all five counterparts of each document and this letter with filing data and return four counterparts of the Substitution Agreement No. 3 to the Lease, Lease Assignment and this letter, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,


Byron K. Burnett,
as Agent for
RAILEASE, Inc.

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/14/80

OFFICE OF THE SECRETARY

Byron K. Burnett
Dewey, Ballantine, Bushby, Palmer & Wood
140 Broadway
New York, 10005

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 **11/14/80** at **1:40pm**, and assigned re-
recording number(s).

11498-N & 11498-O

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

NOV 14 1980 - 1 40 PM

INTERSTATE COMMERCE COMMISSION
SUBSTITUTION AGREEMENT NUMBER THREE between
Brae Corporation ("Lessor") and Columbia &
Cowlitz Railway Company ("Lessee")

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 entered into a Substitution Agreement Number Two (executed by Lessor on February 8, 1980 and Lessee on February 13, 1980), which substituted Equipment Schedules Nos. 5, 6, 7, 8, 9 and 10 in place of the Equipment Schedule No. Four attached to the Substitution Agreement; and

WHEREAS, the parties hereto wish to include car numbers in said Equipment Schedules Nos. 5, 6, 7, 8, 9 and 10;

NOW, THEREFORE, 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 the Schedules of the same number attached to Substitution Agreement Number Two. 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, to Equipment Schedule No. Four attached to the Substitution Agreement and to Equipment Schedules Nos. 5, 6, 7, 8, 9 and 10 attached to Substitution Agreement Number Two. 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

By *Lawrence W. Biscoe*
Printed Name LAWRENCE W. BISCOE
Title Vice President - Finance
Date 11-12-80

COLUMBIA & COWLITZ RAILWAY COMPANY

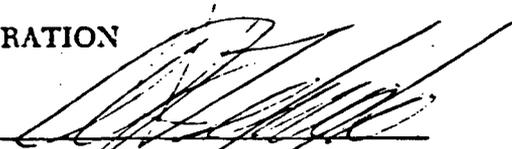
By *T.S. Brace*
Printed Name T.S. BRACE
Title Vice President & Gen Mgr
Date Nov. 13, 1980

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	CLC 1101-1150	60' 6"	9' 4"	11'		50

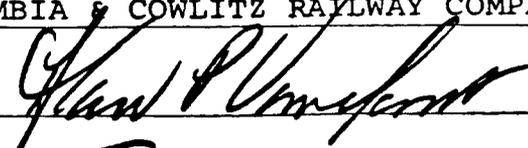
BRAE CORPORATION

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. 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	CLC 1151-1200	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.

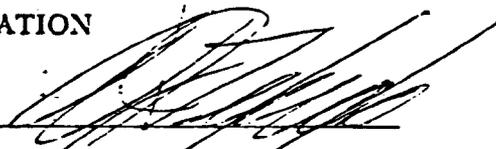
EQUIPMENT SCHEDULE No. 7

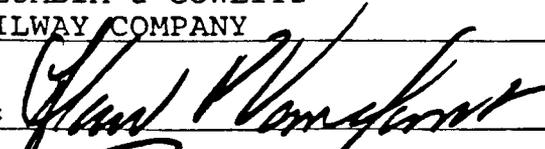
BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
FB	Bulkhead Flat Car, 100 ton	CLC 1201-1250	60' 6"	9' 4"	11'		50

BRAE CORPORATION

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

BY: 

TITLE: President

TITLE: SECRETARY

DATE: Feb. 8, 1980

DATE: Feb. 13, 1980

BC-6/78

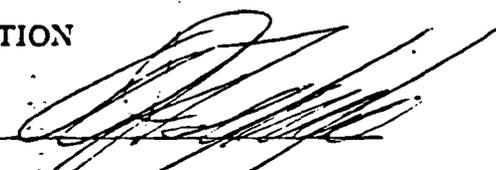
This Equipment Schedule No. 7, together with Equipment Schedules 5, 6, 8, 9 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

EQUIPMENT SCHEDULE No. 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	CLC 1301-1350	60'6"	9'4"	11'		50

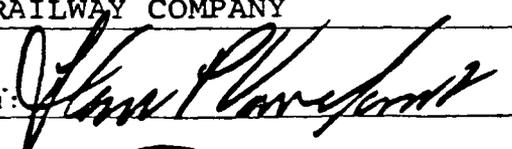
BRAE CORPORATION

BY: 

TITLE: President

DATE: Feb. 8, 1980

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

TITLE: SECRETARY

DATE: Feb. 13, 1980

BC-6/76

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. 9

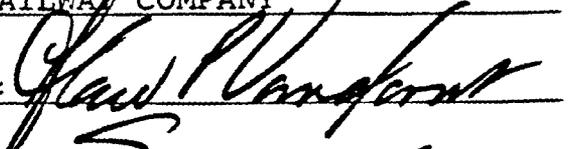
BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
GTS	Chip Car, 6740 cubic feet	CLC 5001 through CLC 5050, inclusive				End Dump	50

CORPORATION


 President
 Feb. 8, 1980

COLUMBIA & COWLITZ
 RAILWAY COMPANY

BY: 
 TITLE: SECRETARY
 DATE: Feb. 13, 1980

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

EQUIPMENT SCHEDULE No. 10

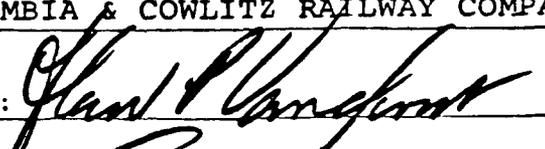
BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

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' off-set	50

BRAE CORPORATION

COLUMBIA & COWLITZ RAILWAY COMPANY

BY: 

BY: 

TITLE: President

TITLE: SECRETARY

DATE: Feb. 8, 1980

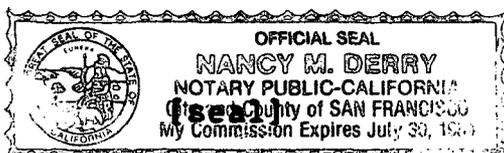
DATE: Feb. 13, 1980

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.

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

On the 12th day of November, 1980, before me personally appeared Lawrence W. Brace, to me known, who, being by me duly sworn, did depose and say that he is the Vice President General 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 Washington)
) ss.
COUNTY OF Cowlitz)

On this 13th day of November, 1980, before me personally appeared J. A. Jones, to me personally known, who, being by me duly sworn, did depose and say that he is the Vice President Gen. Mgr. of Columbia & Cowlitz Railway 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.

J. A. Jones
Notary Public



My Commission Expires: March 01, 1984