

RECORDATION NO. *9875-S* Filed 1425

RECORDATION NO. *9875-R* Filed 1425

**BRAE**  
CORPORATION

JAN 11 1980 -2 05 PM

JAN 11 1980 -2 05 PM

INTERSTATE COMMERCE COMMISSION  
January 10, 1980

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. *10630-4M* Filed 1425

JAN 11 1980 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for filing pursuant to 49 U.S.C. §11303 are several copies of the following documents which relate to the railroad equipment described on and marked in accordance with Schedule A to this letter.

1. Supplement No. 1 dated as of January 10, 1980 to the Lease Agreement dated as of July 13, 1979 and the related Substitution Agreement by and between Brae Corporation, as Lessor, and Columbia & Cowlitz Railway Company, as Lessee.

2. Amendment Agreement Number Two dated as of December 16, 1979 to the Equipment Trust Agreement dated as of June 1, 1979, as amended by a First Amendment dated as of December 7, 1979 (the "Agreement") by and between Morgan Guaranty Trust Company of New York, as Trustee, and Brae Corporation.

3. Amendment dated as of January 10, 1980 to the Assignment of Lease and Agreement dated as of December 3, 1979 by and between Morgan Guaranty Trust Company of New York and Brae Corporation.

The names and addresses of the parties to the documents described above are as follows:

1. Supplement No. 1 to the Lease Agreement Between Brae Corporation and Columbia & Cowlitz Railway Company:

Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

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

0-011A085

JAN 11 1980

30.06

Washington, D.C.

*Handwritten signature*

2. Amendment Agreement Number Two:

Lessee-Guarantor: Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

Trustee: Morgan Guaranty Trust  
Company of New York  
30 West Broadway  
New York, New York 10015

3. Amendment to the Assignment of Lease and Agreement:

Assignee-Trustee: Morgan Guaranty Trust  
Company of New York  
30 West Broadway  
New York, New York 10015

Assignor-Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, California  
94111

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

In view of the fact that these documents relate to documents previously recorded, it is requested that they be assigned the next available letter designation under the following recordation numbers:

<u>Enclosed Document</u>	<u>Recordation Number</u>	
1. Supplement No. 1 to the Lease Agreement dated as of July 13, 1979 between Brae Corporation and Columbia & Cowlitz Railway Company	9875	Q
2. Amendment Agreement Number Two to the Equipment Trust Agreement, as amended	10630	M
3. Amendment to the Assignment of the Lease and Agreement	9875	R

Please file the enclosed documents under the designations indicated above and cross-index them under the names of the parties as previously stated. A check payable to the Interstate Commerce Commission in the amount of \$30.00 has been enclosed to cover the filing fee.

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.

Thank you.

Very truly yours,



Michael T. Everett  
Assistant Secretary

Enclosures

AMENDMENT dated as of January 10, 1980 to the Assignment of Lease and Agreement dated as of December 3, 1979 (the "Assignment") by and between Morgan Guaranty Trust Company of New York ("Trustee") and Brae Corporation (the "Company").

RECORDATION NO. 9875-1 Filed 1425

JAN 11 1980 - 2 05 PM

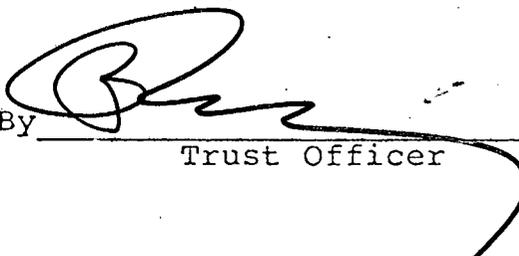
THE PARTIES AGREE:

INTERSTATE COMMERCE COMMISSION

Annex A to the Assignment is hereby amended to read in its entirety as provided in Annex I to this Amendment. This Amendment may be executed in counterparts.

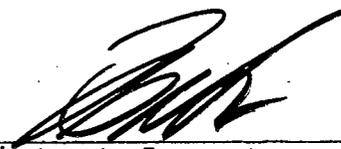
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, AS TRUSTEE

By 

Trust Officer

ATTEST:

  
Assistant Secretary

BRAE CORPORATION

By \_\_\_\_\_

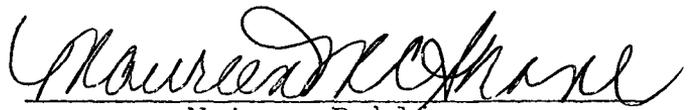
Vice President

ATTEST:

\_\_\_\_\_  
Secretary

STATE OF NEW YORK )  
 )  
 ) SS.:  
COUNTY OF NEW YORK )

On the 10<sup>th</sup> day of January, 1980, before me personally came P. J. Crooks, to me known, who, being by me duly sworn, did depose and say that he resides at Lambertville, New Jersey 08530; that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by the authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

  
Notary Public

(SEAL)

MAUREEN McSHANE  
NOTARY PUBLIC, State of New York  
No. 01 MC 4649500  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires March 30, 1981

STATE OF CALIFORNIA )  
 )  
 ) SS.:  
CITY AND COUNTY OF SAN FRANCISCO )

On the \_\_\_ day of \_\_\_\_\_, 1980, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that he resides at \_\_\_\_\_; that he is the Vice President of BRAE CORPORATION, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

\_\_\_\_\_  
Notary Public

(SEAL)

ANNEX I

<u>No. of Units</u>	<u>Road Numbers</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>
100	CLC 3401- CLC 3500 (both in- clusive)	52'6" 70-Ton	XP

AMENDMENT dated as of January 10, 1980 to the Assignment of Lease and Agreement dated as of December 3, 1979 (the "Assignment") by and between Morgan Guaranty Trust Company of New York ("Trustee") and Brae Corporation (the "Company").

THE PARTIES AGREE:

Annex A to the Assignment is hereby amended to read in its entirety as provided in Annex I to this Amendment. This Amendment may be executed in counterparts.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, AS TRUSTEE

By \_\_\_\_\_  
Trust Officer

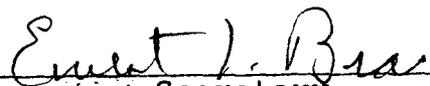
ATTEST:

\_\_\_\_\_  
Assistant Secretary

BRAE CORPORATION

By   
Vice President

ATTEST:

  
Secretary



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

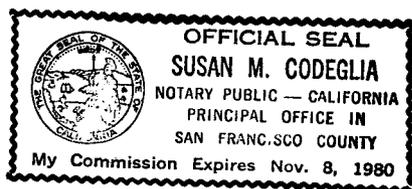
On the \_\_\_ day of \_\_\_\_\_, 1980, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that he resides at \_\_\_\_\_; that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by the authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

\_\_\_\_\_  
Notary Public

(SEAL)

STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.:

On the 10<sup>th</sup> day of January, 1980, before me personally came Donald Gleason, to me known, who, being by me duly sworn, did depose and say that he resides at Atherton, California; that he is the Vice President of BRAE CORPORATION, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.



Susan M. Codeglia  
Notary Public

(SEAL)

ANNEX I

<u>No. of Units</u>	<u>Road Numbers</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>
100	CLC 3401- CLC 3500 (both in- clusive)	52'6" 70-Ton	XP