

RECORDATION NO. 11276C Filed 1425
JAN 9 1980 -10 40 AM
INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 11275B Filed 1425
JAN 9 1980 -10 40 AM
INTERSTATE COMMERCE COMMISSION
January 8, 1980

11275-B
11276-C
20

0-009A028

Interstate Commerce Commission
Washington, D.C. 20423

Date JAN 9 1980
Fee \$ 20.00

RECEIVED
JAN 9 10 36 AM '80
I.C.C.
FEE OPERATIONS

Gentlemen:

ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 USC 11303 (formerly Section 20(c) of the Interstate Commerce Act) as amended, are three executed counterparts of each of an Assignment of CF Industries, Inc. Agreement dated as of December 7, 1979 and an Assignment of Railroad Lease Agreement dated as of December 7, 1979. The former Assignment relates to the Shipper Agreement dated as of September 28, 1979 and the Shipper Full Service Lease Agreement dated as of September 28, 1979, both of which were filed with the Interstate Commerce Commission on December 28, 1979.* The latter Assignment relates to the Railroad Lease Agreement dated as of July 17, 1979, which was filed with the Interstate Commerce Commission on December 28, 1979. #

A general description of the railroad rolling stock covered by the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Brae under Assignment of
CF Industries, Inc. Agreement: Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Owner under Assignment of
CF Industries, Inc. Agreement: Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

Assignor under Assignment of
Railroad Lease Agreement: Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Assignee under Assignment of
Railroad Lease Agreement: Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

*and assigned Recordation Numbers 11276
and 11276-A, respectively.
#and assigned Recordation Number 11275.

Handwritten signature: C. T. Kupper

The undersigned is the Owner under the Assignment of CF Industries, Inc. Agreement and the Assignee under the Assignment of Railroad Lease Agreement and has knowledge of the matters set forth therein.

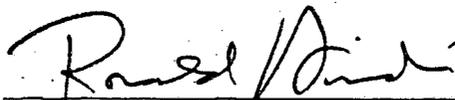
Please return two counterparts of each of the Assignment of CF Industries, Inc. Agreement and the Assignment of Railroad Lease Agreement to Charles S. Hughes, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Enclosed is a check in the amount of ~~\$100.00~~^{\$20.00} covering the required recording fee.

Very truly yours,

ARTHUR RUBLOFF

By: Horwood, Carlin & Hindin, his
agents and attorneys-in-fact

By 
Ronald Hindin

JAN 31 1980 - 11 15 AM

INTERSTATE COMMERCE COMMISSION
ASSIGNMENT OF CF INDUSTRIES, INC. AGREEMENT

("Agreement") dated as of January 25, 1980 by Brae Corporation ("Brae") to Arthur Rubloff ("Assignee").

R E C I T A L S

A. Brae has entered into a Shipper Agreement and related Full Service Lease Agreement each dated as of September 28, 1979 with CF Industries, Inc. ("CF Agreements") relating to, among others, railcars numbered WAR 15197-WAR 15199 (both inclusive) (the "Cars").

B. Brae has entered into a purchase order agreement with Pullman Incorporated (Pullman Standard Division) to purchase the Cars.

C. Brae has assigned to Assignee its rights to purchase the Cars pursuant to a Purchase Order Assignment dated as of January 9, 1980.

D. Brae has entered into a Lease Agreement with Warrenton Rail Road Company as it relates to the Cars (the "Lease").

E. Brae has assigned to Assignee its rights under the Lease to the extent it relates to the Cars pursuant to an Assignment of Lease Agreement dated as of January 25, 1980.

F. Assignee has entered into a management agreement for the management of the Cars by an affiliate of Brae pursuant to which the affiliate will manage the Cars owned by each Assignee under the Shipper Agreement and related Full Service Lease Agreement.

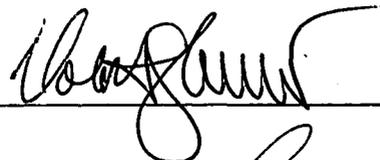
THEREFORE:

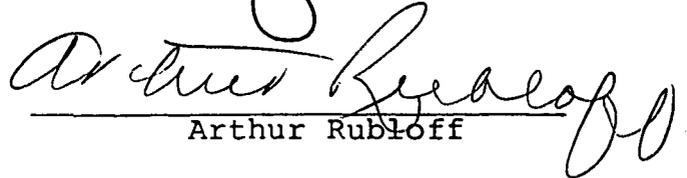
1. Brae hereby assigns, transfers and sets over unto Assignee all of its right, title and interest under the CF Agreements as and only to the extent that they relate to the Cars.

2. Assignee hereby assumes all of Brae's obligations and liabilities under the CF Agreements as and only to the extent that they relate to the Cars.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

BRAE CORPORATION

By 


Arthur Rubloff

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

On the 29th day of January, 1980 before me personally came Donald Cleaves, 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, 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.



Susan M. Codeglia
Notary Public

(SEAL)

My Commission expires Nov. 8, 1980

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On the 30th day of January, 1980, before me personally came Arthur Rubloff, known to me to be the person whose name is subscribed to the within instrument, and who duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the Cook County of Illinois the day and year in this certificate first above written.

Arthur Rubloff
Notary Public

(SEAL)

My Commission expires February 14, 1983

RECORDATION NO. 11276-D Filed 1425

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11276-D

JAN 31 1980 - 11 15 AM January 28, 1980

INTERSTATE COMMERCE COMMISSION

No. **O-031AC44**

Interstate Commerce Commission
Washington, D.C. 20423

Date JAN 31 1980

Fee \$ 10.00

ICC Washington, D. C.

JAN 31 11 10
FEE RECEIVED
T. O. C.

Gentlemen:

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A general description of the railroad rolling stock covered by the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Counterpart - Cf. Kamler
Rec No. 11276-D

Brae under Assignment of
CF Industries, Inc. Agreements:

Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Assignee under Assignment of
CF Industries, Inc. Agreements:

Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

Assignor under Assignment of
Railroad Lease Agreement:

Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Assignee under Assignment of
Railroad Lease Agreement:

Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

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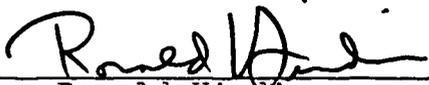
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Enclosed is a check in the amount of \$100.00 covering the required recording fee.

Very truly yours,

ARTHUR RUBLOFF

By: Horwood, Carlin & Hindin, his
agents and attorneys-in-fact

By 
Ronald Hindin

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>QUANTITY</u>	<u>DESCRIPTION</u>	<u>IDENTIFYING MARK AND NUMBER</u>
3	100-ton covered hopper railroad freight cars	WAR 15197-15199, both inclusive