$26
16033-C
16033-D

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RECORDATION NO 16033-C FILED 1425

AUG 31 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

August 29, 1989

9-243A009

RECORDATION NO 16033-D FILED 1425

AUG 31 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) an Assignment of Leases dated as of May 31, 1989 ("Document I"), and 2) an Acceptance and Assumption dated as of May 19, 1989 ("Document II"), secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease Agreement dated as of September 20, 1984, which was filed and recorded on November 17, 1988 under Recordation Number 16033.

The names and addresses of the parties executing the enclosed documents are:

Document I - Brae Transportation, Inc.
160 Spear Street
San Francisco, CA 94105

Document II - United States Rail Services, Inc.
733 Front Street
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of $26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Counterpart - C. T. Kappler

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

> Assignment of Leases dated as of May 31, 1989 executed by Brae Transportation, Inc. in favor of United States Rail Services, Inc. and Acceptance and Assumption dated as of May 19, 1989 executed by United States Rail Services, Inc., covering railcars marked and numbered KYLE 4037, 4045, 4054, 4085 and 4095.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

CTK/skh
Enclosures

EXHIBIT A

Lease Agreement dated September 20, 1984
BRAE Transportation Inc., Lessor (as amended)
Kyle Railroad Company, Lessee

Current Car Marks/Numbers	Prior Car Marks and Numbers	
KYLE 4037	SSW 10945	
KYLE 4045	SSW 10941	
KYLE 4054	SSW 10944	
KYLE 4085	SSW 10942	
KYLE 4095	LRWN 10465	PLMX 10465

RECORDATION NO. 16033-C FILED 1425

AUG 31 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASES

IN CONSIDERATION of the Acceptance and Assumption below, BRAE TRANSPORTATION, INC. ("BRAE"), as agent for Dr. Gerald F. Geisler and Joe Freed, hereby assign transfers, and sets over unto UNITED STATES RAIL SERVICES, INC. a California corporation ("Assignee") as of May 31, 1989, all of BRAE's right, title and interest in, to and under each of those certain equipment leases described on Exhibit A attached hereto and by this reference made a part hereof (the "Agreements") pursuant to which BRAE leased the railroad cars described in said Exhibit A (the "Cars") to the lessees described in said Exhibit A. Such assignment shall apply only to that portion of a lease agreement which applies to Cars listed on Exhibit A and owned or to be owned by Assignee by virtue of bills of sale executed by Dr. Gerald F. Geisler and Joe Freed or in favor of Assignee if such lease agreement also covers other railcars.

BRAE agrees, at the cost and expense of Assignee, to execute and deliver such other and further documents and to take such other and further action as Assignee may reasonably request to consummate, effectuate, record, perfect or give requisite notice of, the transactions herein contemplated.

Dated as of this 31st day of May, 1989

BRAE TRANSPORTATION, INC.

By: Leann Lloyd

Leann Lloyd

Its: AVP & Corporate Secretary

State of California)
) ss.
County of San Francisco)

On this 31 day of May in the year 1989, before me Suzanne Guido, Notary Public, personally appeared Leann Lloyd personally known to me to be the person who executed the within instrument as Assistant Vice President for on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

Suzanne Guido
Notary Public

My commission expires:

8/14/89

OFFICIAL SEAL
SUZANNE GUIDO
NOTARY PUBLIC-CALIFORNIA
City and County of SAN FRANCISCO
My Commission Expires Aug. 14, 1989

EXHIBIT A

ASSIGNMENT OF LEASES

Lease Agreement dated June 13, 1986
BRAE Transportation Inc., Lessor (as amended)
Kyle Railroad Company, Lessee

Current Car Marks/Numbers	Prior Car Marks and Numbers	
KYLE 4105	LRWN 10464	PLMX 10464
KYLE 4114	LRWN 10383	PLMX 10383
KYLE 4115	LRWN 10463	PLMX 10463
KYLE 4121	LRWN 10382	PLMX 10382
KYLE 4123	LRWN 10466	PLMX 10466

Lease Agreement dated September 20, 1984
BRAE Transportation Inc., Lessor (as amended)
Kyle Railroad Company, Lessee

Current Car Marks/Numbers	Prior Car Marks and Numbers	
KYLE 4037	SSW 10945	
KYLE 4045	SSW 10941	
KYLE 4054	SSW 10944	
KYLE 4085	SSW 10942	
KYLE 4095	LRWN 10465	PLMX 10465