

26  
16036-D  
16036-E

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ALVORD AND ALVORD

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RECORDATION # 16036-D FILED 1425

RECORDATION # 16036-E (202) 393-2156

AUG 31 1989 - 10 50 AM

August 29, 1989

AUG 31 1989 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION  
9-243A009

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 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 June 13, 1986, which was filed and recorded on November 17, 1988 under Recordation Number 16036.

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.

Counterparts - C.T. Kappler

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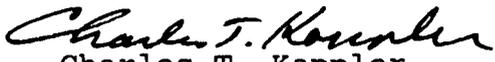
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
August 29, 1989  
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Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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 4105, 4114, 4115, 4121 and 4123.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

EXHIBIT A

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

AUG 31 1989 - 10 50 AM

ACCEPTANCE AND ASSUMPTION

INTERSTATE COMMERCE COMMISSION

UNITED STATES RAIL SERVICES, INC., hereby accepts the foregoing Assignment of Leases and assumes and agrees to keep, observe and perform all of the terms, covenants and agreements in the Leases and each of them to be kept, observed and performed by BRAE with respect to each car purchased by Assignee from Joe Freed and Gerald and Mary Geisler as set forth in Exhibit A (car list attached).

Dated as of this 19th day of May 1989

United States Rail Services, Inc.

By: *Don Campbell*  
Its: Vice President

State of California )  
County of San Francisco ) ss.

On this 19 day of May in the year 1989, before me *Phyllis Orlik*, Notary Public, personally appeared *BARUI CAMPBELL* personally known to me to be the person who executed the within instrument as VICE PRESIDENT or on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

*Phyllis R Orlik*  
Notary Public

My commission expires:

*Aug 19, 1991*

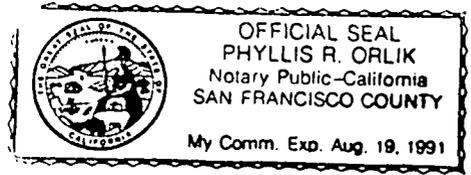


EXHIBIT A

ACCEPTANCE AND ASSUMPTION

Car List:

KYLE 4105

KYLE 4114

KYLE 4115

KYLE 4121

KYLE 4123

KYLE 4037

KYLE 4045

KYLE 4054

KYLE 4085

KYLE 4095