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RECORDATION NO. 9762-B
FEB 7 1989 12 45 PM

INTERSTATE COMMERCE COMMISSION

ROBERT J. CORBER
(202) 429-8108

February 7, 1989

Mrs. Noretta R. McGee
Secretary
Interstate Commerce Commission
Room 2215
Washington, D.C. 20423

RECORDATION NO. FEB 7 1989 12 45 PM
INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
FEB 7 12 36 PM '89

Dear Mrs. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303, are the original and two copies of the document hereinafter described.

1. Supplement No. 1 to Schedule A, dated as of February 2, 1989 between Brae Transportation, Inc. (formerly BRAE Corporation), lessee, and South Trust Bank of Alabama (formerly Birmingham Trust National Bank), lessor.

The equipment subject to this agreement consists of 98 railcars bearing the marks YW 25118, 25131, 25133, 25156, 25169, 25174, 25177, 25179, 25187, 25194, 25197, TOE 5000-5048, 5050-5073, 6075-6085, 6087, 6088 and BN 223530, inclusive.

The names and addresses of the parties to the document are as follows:

Lessor: South Trust Bank of Alabama
(formerly Birmingham Trust National Bank)
P.O. Box 2554
Birmingham, Alabama 35290

Lessee: Brae Transportation, Inc.
(formerly BRAE Corporation)
One Hundred Sixty Spear Street
San Francisco, CA 94105

Please file and record the document and index it under the names set forth above. Since this is a secondary document related to the Equipment Lease Agreement recorded under

Robert J. Corber
Charles E. Harris

Mrs. Noreta R. McGee
February 7, 1989
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Recordation Number 9762 it is requested that this document be given the next available letter designation under Recordation Number 9762.

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index is as follows:

Supplement No. 1 to Schedule A, dated as of February 2, 1989 between Brae Transportation, Inc. (formerly BRAE Corporation) and South Trust Bank of Alabama (formerly Birmingham Trust National Bank), covering railcars marked as stated in the document.

Very truly yours,



Robert J. Corber
Attorney for Brae
Transportation, Inc.

Enclosures

**SUPPLEMENT NO. 1
TO SCHEDULE A**
(To Equipment Lease dated October 1, 1978)

COPY

This Supplement No. 1 shall be attached to and forms part of the Equipment Lease (the "Lease") dated as of October 1, 1978 between SouthTrust Bank of Alabama, formerly Birmingham Trust National Bank ("Lessor") and BRAE Transportation, Inc., formerly BRAE Corporation ("Lessee").

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INTERSTATE COMMERCE COMMISSION

DESCRIPTION OF CARS

Manufacturer of Cars: FMC Corporation

Date Built: October 1978

Number of Cars: 98

Description of Cars: 70-ton, 50'6" Single Sheath Boxcars with 10" End of Car Cushioning, Double 8' Sliding Doors Offset on Car, Plate C, Nailable Steel Flooring

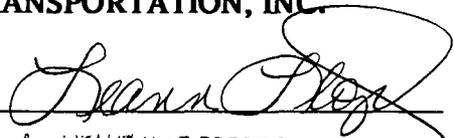
Old Car Marks: YW 25101-25200

Current Car Marks: YW 25118, 25131, 25133, 25156, 25169, 25174, 25177, 25179, 25187, 25194, 25197

TOE 5000-5048, 5050-5073, 6075-6085, 6087, 6088

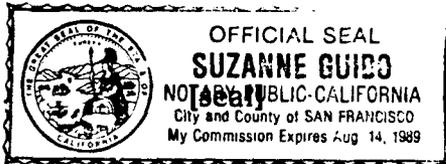
BN 223530

BRAE TRANSPORTATION, INC.

By: 
Title: ASSISTANT VICE PRESIDENT
Date: FEB 02 1989

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

On this 2 day of February, in the year 1989, before me personally appeared Leann Lloyd, to me personally known, who, being by me duly sworn, did depose and say that she is the Assistant Vice President of BRAE Transportation, Inc., the corporation which executed the above instrument, that she signed her name to the above instrument by authority of the Board of Directors of said corporation, and that she acknowledged that the execution of the above instrument was the free act and deed of such corporation.



Suzanne Guido
Notary Public

My commission expires: 8/14/89