

13

STEP TOE & JOHNSON

ATTORNEYS AT LAW

1330 CONNECTICUT AVENUE
WASHINGTON, D. C. 20036-1795

(202) 429-3000
TELEX: 89-2503

RECORDATION NO.

12426-J

FILED 1425

SEP 1 1989 9 50 AM

INTERSTATE COMMERCE COMMISSION

ROBERT J. CORBER
(202) 429-8108

August 31, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

why is this file?
OK
LVRC

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are one original and four copies of the document hereinafter described. It relates to the railroad equipment identified below.

1. Equipment Schedule No. 1 dated as of May 15, 1989, between BRAE Transportation, Inc., lessor, and The Northern Vermont Corporation, lessee.

The equipment subject to this document consists of 378 boxcars bearing the marks LVRC 5000-5049, 5060-5061, 5108-5118, 5182-5221, 5267-5268, 5335-5337, 5346, 5348, 5350-5388, 5425-5474, 5600-5703, 5800-5844, 5847, 5850, 5852, 5870, and 5873-5897, inclusive.

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

Lessor: BRAE Transportation, Inc.
One Hundred Sixty Spear Street
San Francisco, CA 94105

Lessee: The Northern Vermont Corporation
RFD #1, Stafford Avenue
Morrisville, VT 05661

Please file and record the document with indexing under the foregoing names. Since this is a secondary document related to the Lease Agreement recorded under Recordation Number 12426, it is requested that this document be given the next available letter designation under Recordation Number 12426.

C. [unclear] [unclear] [unclear]

Ms. Noreta R. McGee
August 31, 1989
Page 2

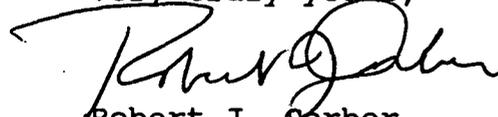
This document is also related to the Equipment Trust Agreements recorded under Recordation Numbers 9875, 10630, 11879; the Equipment Lease Agreement recorded under Recordation Number 11241; and the Loan & Security Agreement recorded under Recordation Number 9753. It is, therefore, requested that the document be CROSS-INDEXED under Recordation Numbers 9753, 9875, 10630, 11241 and 11879.

A fee of \$78.00 is enclosed for the recordation and the cross-indexing. 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 follows:

1. Equipment Schedule No. 1 dated as of May 15, 1989, between BRAE Transportation, Inc., lessor, and The Northern Vermont Corporation, lessee, for railcars marked as stated in the document.

Very truly yours,



Robert J. Corber
Attorney for
Brae Transportation, Inc.

RJC:smg

Enclosures

COPY

REGISTRATION NO. 12426 FILED 1425 

SEP 1 1989 -9 50 AM

EQUIPMENT SCHEDULE NO. 1

INTERSTATE COMMERCE COMMISSION

BRAE Transportation, Inc. ("BTI") hereby makes available the following railcars to The Northern Vermont Corporation ("VERMONT") including its subsidiaries the Twin State Railroad Company ("TSR") and the Lamoille Valley Railroad Company ("LVRC") and future railroad entities which the officers of VERMONT may become affiliated, pursuant to that certain Agreement dated June 28, 1988 (the "Agreement").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
154	50'6", 70-ton, Plate B, Single Sliding Door Boxcars	XM	LVRC 5425-5474 5600-5703	305
2	50'6", 70-ton, with 10" End-of-Car Cushioning, Plate C, Single Sliding Door Boxcars	XM	LVRC 5346 5348	330
51	50'6", 70-ton, with 10" End-of-Car Cushioning, Plate C, Single Sliding Door Boxcars	XM	LVRC 5000-5049 5825	340
2	52'6", 70-ton, with 20" Center-of-Car Cushioning, Plate C, Single Sliding Door Boxcars	XM	LVRC 5060 5061	390
41	50'6", 70-ton, with 10" End-of-Car Cushioning, Plate C Single Sliding Door Boxcars	XM	LVRC 5182-5221 5410	430
2	50'6", 70-ton, Plate C, Single Sliding Door Boxcars	XM	LVRC 5267 5268	450
3	50'6", 70-ton, Plate C, Single Sliding Door Boxcars	XM	LVRC 5335-5337	490

EQUIPMENT SCHEDULE NO. 1 (con't)

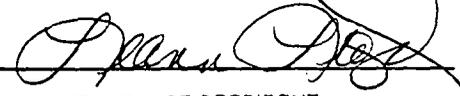
<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
112	50'6", 70-ton, Plate C, Single Sliding Door Boxcars	XM	LVRC 5350-5388 5800-5824 5826-5844 5847 5850 5852 5870 5873-5897	600
11	Plate B, 70-ton Standard draft gear cushioning, Single Sliding Door Boxcars	XM	LVRC 5108-5118	610

378 Total Cars

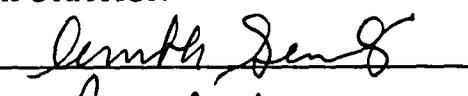
BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 15th day of May, 1989.

BRAE TRANSPORTATION, INC.

By 
 Title ASSISTANT VICE PRESIDENT
 Date MAY 15 1989

THE NORTHERN VERMONT CORPORATION

By 
 Title President
 Date 5/17/89

STATE OF Vermont
COUNTY OF Caledonia

)
) ss.
)

On this 17th day of May, 1989, before me personally appeared Robert A. Gensburg, to me personally known, who being by me duly sworn, did depose and say that such person is President of The Northern Vermont Corporation, and that the foregoing Equipment Schedule No. 1, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



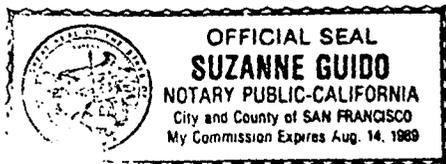
Karen L. Schaefermann
Notary Public

My commission expires: 2/10/91

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

) ss.
)

On this 15 day of May, 1989, before me personally appeared LEANN LLOYD, to me personally known, who being by me duly sworn says that such person is ASSISTANT VICE PRESIDENT of BRAE Transportation, Inc., and that the foregoing Equipment Schedule No. 1, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



{seal}

Suzanne Guido
Notary Public