

BRAE CORPORATION

RECORDATION NO. 11879-R ✓
Filed 1425

SEP 2 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

August 31, 1988

RECORDATION NO. 11879-5 ✓
Filed 1425

SEP 1 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Sublease Agreement dated as of June 17, 1988 by BRAE Transportation, Inc. (lessor) and Texas, Oklahoma & Eastern Railroad Company (lessee) and Old Augusta Railroad Company (sublessor).

For purposes of this filing, Sublease Agreement relates only to those railcars, AAR Mechanical Designation XP, marked as follows:

OAR	3200	3264	3332	OAR	3226	3289	3356
	3203	3265	3333		3228	3291	3360
	3204	3266	3334		3231	3294	3363
	3206	3267	3336		3232	3297	3365
	3207	3268	3337		3234	3298	3366
	3211	3272	3338		3235	3299	3371
	3212	3273	3339		3236	3300	3372
	3214	3275	3340		3237	3302	3373
	3215	3276	3341		3239	3304	3374
	3216	3277	3342		3240	3305	3375
	3217	3279	3343		3241	3306	3376
	3218	3281	3344		3242	3307	3377
	3219	3282	3345		3243	3308	3380
	3220	3285	3346		3244	3309	3381
	3222	3286	3347		3246	3310	3382
	3223	3287	3350		3247	3311	3383
	3224	3288	3354		3249	3312	3385

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OAR	3250	3313	3387
	3252	3315	3388
	3254	3317	3390
	3255	3319	3391
	3256	3322	3394
	3257	3323	3395
	3258	3325	3397
	3259	3329	3398
	3261	3327	3399

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:
The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED

PARTY: The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

LESSEE: Texas, Oklahoma & Eastern Railroad Co.
810 Whittington Ave.
Hot Springs, Arkansas 71901

SUB

LESSEE: Old Augusta Railroad Company
Buck Creek Road
New Augusta, Mississippi 39462

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Also, enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Equipment Schedule No. 4 dated as of July 22, 1988 between BRAE Transportation, Inc. and Burlington Northern Railroad Company

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For purposes of this filing, the Equipment Schedule No. 4 relate only to those railcars, AAR Mechanical Designation, marked as follows:

BN 223307-223308
223539-223540
223200,223206
223210,223215
223219,223220
223221,223225
223226-223228
223233,223239
223242,223244
223246,223252
223254,223255
223261,223268

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED
PARTY: The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

LESSEE: Burlington Northern Railroad Company
9401 Indian Creek Parkway
Overland Park, KS 66210

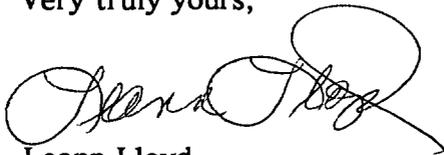
It is requested that these documents be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Equipment Trust Agreement dated as of May 1, 1980 between BRAE Transportation, Inc. and The Connecticut Bank and Trust Company, previously recorded and assigned recordation number 11879, we request that they be assigned the next available letter designations under that primary number.

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I also enclose a check in the amount of \$26.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$13.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leann Lloyd", with a large, decorative flourish at the end.

Leann Lloyd
Assistant Vice President &
Corporate Secretary

Enclosures

EQUIPMENT SCHEDULE NO. 4

SEP 1 1988 11 05 AM
COPY
 INTERSTATE COMMERCE COMMISSION

BRAE TRANSPORTATION INC. ("BRAE") hereby leases the following railcars to BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee"), pursuant to that certain [per diem] Lease Agreement dated as of May 1, 1986 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>BRAE Code</u>
277	50', 70 ton, double door, Plate C boxcars	XM	BN 223098-223112	(15) 000
			223114-223137	(24) 000
			223139-223196	(58) 000
			223197-223199	(3) 330
			223533-223535	(3) 330
			223541-223599	(59) 330
			223113, 223269	(2) 340
			223280-223281	(2) 360
			223284, 223310	(2) 360
			223295-223296	(2) 360
			223301-223302	(2) 360
			223313, 223316	(2) 360
			223330	(1) 360
			223270-223279	(10) 370
			223282-223283	(2) 370
			223285-223294	(10) 370
			223297-223300	(4) 370
			223303-223306	(4) 370
			223309, 223643	(2) 370
			223311-223312	(2) 370
			223314-223315	(2) 370
			223317-223329	(13) 370
			223536-223537	(2) 430
			223600-223642	(43) 430
			223644-223647	(4) 430
			223307-223308	(2) 490
			223539-223540	(2) 490
21	50', 100 ton, double plug door, Plate C boxcars	XM	BN 223200, 223206, 223210,	(21) 490
			223215, 223219, 223220,	
			223221, 223225-223228,	
			223233, 223239, 223242,	
			223244, 223246, 223252,	
			223254, 223255, 223261,	
			223268	

298 Total

BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

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

Lessee hereby agrees that with respect to those certain 50', 100 ton, double plug door, Plate C boxcars listed above, that BRAE shall have the right to substitute or replace such 100 ton boxcars with 50', 70 ton, double sliding door, Plate C boxcars at any time during the term of the Lease.

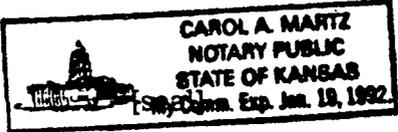
IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the _____ day of _____, 1988.

BRAE TRANSPORTATION, INC.
By *Donald B. Littlefield*
Printed Name DONALD B. LITTLEFIELD
Title PRESIDENT - RAIL DIVISION

BURLINGTON NORTHERN RAILROAD COMPANY
By *J. W. Pratt*
Printed Name J. W. PRATT
Title GST. FCM

STATE OF Kansas)
COUNTY OF Johnson) ss.

On this 22nd day of July, in the year 1988, before me Carol A. Martz, personally appeared G. W. Pratt, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as GST-FCM on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

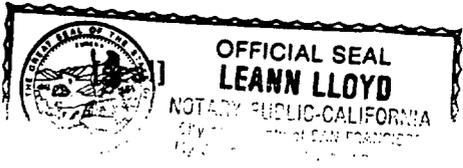


Carol A. Martz
Notary Public

My commission expires: 1-19-92

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 25th day of July, in the year 1988, before me _____, personally appeared Donald S. Littlefield, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as Pres - Kael on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Leann Lloyd
Notary Public

My commission expires: 8/9/91