

STEPTOE & JOHNSON

ATTORNEYS AT LAW

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WASHINGTON, D. C. 20036

ROBERT J. CORBER

(202) 429-8108

December 16, 1988

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Room 2215  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

DEC 16 1988 10-40 AM

RECORDATION NO. 13188-A

8-351A100  
DEC 16 1988  
FEE \$ 13.00  
100 Washington, D.C.

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and three (3) copies of the document hereinafter described. The Document relates to the railroad equipment identified below.

1. Supplement No. 1 to Schedule A dated as of December 9, 1988 between General Electric Railcar Services, Inc., lessor and Brae Transportation, Inc., lessee.

The equipment subject to this document consists of 28 covered hopper railcars bearing the marks KYLE 260375 - 260390, 260392, 260397, 260414 - 260419, and 260421 - 260424, inclusive.

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

Lessor: General Electric Railcar  
Services, Inc.  
33 West Monroe St.  
Chicago, Illinois 60603

Lessee: Brae Transportation, Inc.  
One Hundred Sixty Spear Street  
San Francisco, CA 94105

DEC 16 10 57 AM '88  
RECORDATION UNIT

Please file and record the document and index it under the names set forth above. Since this is a secondary document related to the Lease Agreement recorded under Recordation Number 13188, it is requested that this document be given the next available letter designation under Recordation Number 13188.

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.

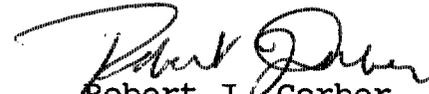
*Counterpart -  
StepToe & Johnson*

Ms. Noreta R. McGee  
December 16, 1988  
Page Two

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

1. Supplement No. 1 to Schedule A dated as of December 9, 1988 between General Electric Railcar Services, Inc. and Brae Transportation, Inc., covering 28 covered railcars bearing the marks KYLE 260375 - 260390, 260392, 260397, 260414 - 260419, and 260421 - 260424, inclusive.

Very truly yours,



Robert J. Corber  
Attorney for Brae  
Transportation, Inc.

Enclosures as stated

**SUPPLEMENT NO. 1  
TO SCHEDULE A**  
(To Equipment Lease dated June 30, 1981)

INTERSTATE COMMERCE COMMISSION

DEC 16 1988 10-8 0 AM  
REGISTRATION NO. 12188-A  
PHOT 1486

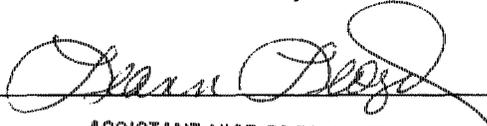
This Supplement No. 1 shall be attached to and forms part of the Equipment Lease (the "Lease") dated as of June 30, 1981 between **General Electric Railcar Services, Inc.**, successor to **PORTEC, Inc.** ("Lessor") and **BRAE Transportation, Inc.**, formerly **BRAE Corporation** ("Lessee").

The twenty-eight Covered Hopper railcars which were formerly subject to a sublease dated as of December 30, 1980 between Lessee and Pillsbury Co., are now subject to a sublease dated as of June 13, 1986 between Lessee and Kyle Railroad Company, and have accordingly been remarked as indicated below:

**DESCRIPTION OF ITEMS OF EQUIPMENT**

Manufacturer of Equipment:	PORTEC, Inc.
Number of Cars (Items):	28
Description of Equipment:	4750 cubic feet, 100-ton Covered Hopper railcars
Old Car Marks:	BRAX 260375-260390, 260392, 260397, 260414-260419, 260421-260424
Current Car Marks:	KYLE 260375-260390, 260392, 260397, 260414-260419, 260421-260424
Purchase Price of Equipment:	\$41,000 per Item

**BRAE TRANSPORTATION, INC.**

By:   
Title: ASSISTANT VICE PRESIDENT  
Date: 12/9/88

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

On this 9 day of December, in the year 1988, 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