

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

RECEIVED

JUL 25 10 AM '80

ROBERT J. CORBER

(202) 862-2038

No.
Date JUL 25 1980

Fee \$ 20.00

Washington, D. C.

I. C. C.

FEE OPERATION BR.

July 25, 1980

RECORDATION NO. 11833 E Filed & Recorded

JUL 25 1980 -9 15 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U. S. C. § 11303 are several copies of the following document:

Supplement No. 1 dated as of July 23, 1980 to the Lease Agreement dated as of October 22, 1979 by and between Brae Corporation and Warrenton Railroad.

It relates to the following railroad equipment marked as indicated:

WAR16100 - WAR16499, inclusive.

The names and addresses of the parties to the transaction evidenced by the document described above are:

Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111

Lessee: Warrenton Railroad
Post Office Box 518
Warrenton, NC 27589

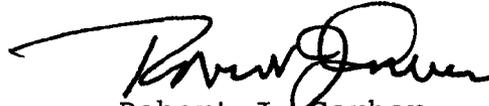
It is requested that this document be filed and recorded under the names of the parties as set forth above. In addition, please cross-index it under the name of Manufacturers National Bank of Detroit, 100 Renaissance Center, Detroit, MI 48243. An extra \$10.00 has been included in the filing fee to cover the cross-indexing.

In view of the fact that this document relates to the Railroad Lease Agreement, previously assigned recordation number 11833, it is additionally requested that it be assigned the next available letter designation (which is believed to be "E") under that primary number.

Handwritten notes:
Cliff A. Skiff
C. D. [Signature]

Please return to the person presenting this letter: (1) your letter acknowledging the filing, (2) a receipt for the \$20.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) any copies of the document not required for recordation -- all stamped to indicate appropriate filing information.

Very truly yours,



Robert J. Corber

mbm

Enclosures

JUL 25 1980 -9 15 AM

INTERSTATE COMMERCE COMMISSION

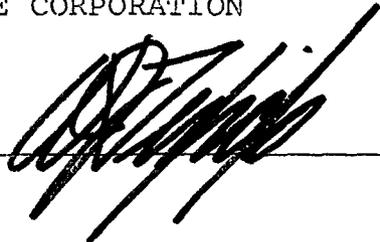
SUPPLEMENT NO. 1 dated as of July 23, 1980 to the Lease Agreement dated as of October 22, 1979 by and between Brae Corporation, as Lessor, and Warrenton Railroad, as Lessee ("Lease Agreement").

Equipment Schedule No. Two attached hereto supplements Equipment Schedule No. Two attached to the Lease Agreement which relates to 400 railroad cars numbered WAR 16100-WAR 16499 (both inclusive).

Except as expressly amended hereby, the Lease Agreement remains in full force and effect.

IN WITNESS WHEREOF, Brae Corporation has caused this Supplement No. 1 to be executed and delivered by its proper and duly authorized representative as of July 23, 1980.

BRAE CORPORATION

By  _____

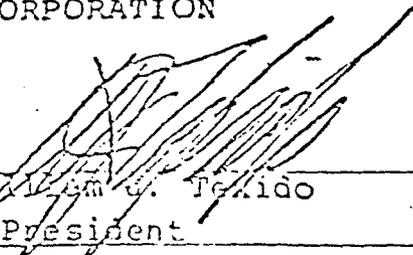
EQUIPMENT SCHEDULE No. TWO

BRAE Corporation agrees to lease the following cars to WARRENTON RAILROAD COMPANY, pursuant to the Lease Agreement dated as of October 22, 1979.

A.A.R. Mech. Design Cars	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
LO	4650 Cube Covered Hopper	WAR 16100- WAR 16499 (both inclusive)					400

LESSOR:

BRAE CORPORATION

By  _____

Title President

Date October 30, 1979

LESSEE:

WARRENTON RAILROAD COMPANY

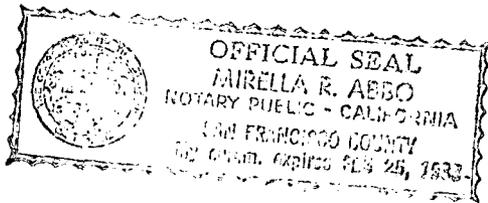
By  _____

Title PRESIDENT

Date 10/26/79

STATE OF CALIFORNIA)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO)

On this 23rd day of July, 1980, before me personally appeared William J. Texido to me personally known, who being by me duly sworn says that such person is President of Brae Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Mairella R. Abbo
Notary Public

[SEAL]