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INTERSTATE COMMERCE COMMISSION

December 16, 1988

DEC 16 1988 10:40 AM  
1 6080  
RECORDATION NO. \_\_\_\_\_ Filed 1425

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

NS-351A100

DEC 16 1988

26.00

DEC 16 1988 10:40 AM  
1 6080-A  
RECORDATION NO. \_\_\_\_\_ Filed 1425

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. Railroad Equipment Lease dated as of May 21, 1981 between Pullman Leasing Company, lessor, and Brae Transportation, Inc., lessee.

2. Supplement No. 1 to Schedule A dated as of December 9, 1988 between Pullman Leasing Company, lessor, and Brae Transportation, Inc., lessee.

The equipment subject to this document consists of 96 open top hopper railcars bearing the marks SOO 121200 - 121222, 121223 - 121256, 121258 - 121294, 121296, 121298, and 121299, inclusive.

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

Lessor: Pullman Leasing Company  
200 South Michigan Ave.  
Chicago, Illinois 60604

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

A fee of \$26.00 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 follows:

*Counterfiled -  
Katherine*

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

1. Railroad Equipment Lease dated as of  
May 21, 1981 between Pullman Leasing Company and Brae  
Transportation, Inc., covering 96 open top hopper railcars  
bearing the marks SOO 121200 - 121222, 121223 - 121256, 121258 -  
121294, 121296, 121298, and 121299, inclusive.

Very truly yours,



Robert J. Corber  
Attorney for Brae  
Transportation, Inc.

Enclosures as stated

**SUPPLEMENT NO. 1  
TO SCHEDULE A**

INTERSTATE COMMERCE COMMISSION

(To Railroad Equipment Lease dated May 21, 1981)

DEC 16 1988 10-4 0 AM  
RECORDATION NO. 1 6081-8

This Supplement No. 1 shall be attached to and forms part of the Railroad Equipment Lease (the "Lease") dated as of May 21, 1981 between Pullman Leasing Company ("Lessor") and BRAE Transportation, Inc., formerly BRAE Corporation ("Lessee").

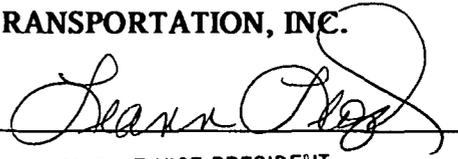
The ninety-six Open Top Hopper railcars which are now subject to a sublease dated as of October 5, 1986 between Lessee and Soo Line Railroad Company have accordingly been remarked as indicated below:

**DESCRIPTION OF ITEMS OF EQUIPMENT**

Manufacturer of Equipment:	Pullman Standard Division of the M.W. Kellogg Company
Number of Cars (Items):	96
Description of Equipment:	4,000 cubic foot capacity, 100-ton, Open Top Hopper railcars
Old Car Marks:	DC 6000-6022, 6024-6056, 6058-6094, 6098, 6099
Current Car Marks:	SOO 121200-121222, 121224-121256, 121258-121294, 121296, 121298, 121299

**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