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August 31, 1989

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16087A
RECORDATION NO. FILED 1425
SEP 1 1989 9 50 AM
INTERSTATE COMMERCE COMMISSION

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

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. 2 dated as of March 22, 1989, between BRAE Transportation, Inc., as lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee.

The equipment subject to this document consists of 75 boxcars bearing the marks TOE 7000-7046, and 7100-7127, 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 95105

Lessee: Texas, Oklahoma & Eastern
Railroad Company
810 Whittington Avenue
Hot Springs, AR 71901

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 16087, it is requested that this document be given the next available letter designation under Recordation Number 16087.

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This document is also related to the Equipment Lease Agreement recorded under Recordation Number 9836 and Equipment Trust Agreement recorded under Recordation Number 9875. It is, therefore, requested that the document be CROSS-INDEXED under Recordation Numbers 9836 and 9875.

A fee of \$39.00 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. 2 dated as of March 22, 1989, between BRAE Corporation, lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee, for railcars marked TOE 7000-7046 and 7100-7127, inclusive.

Very truly yours,



Robert J. Corber
Attorney for
Brae Transportation, Inc.

RJC:smg

Enclosures

STATE OF Arkansas)
)
COUNTY OF Sevier) ss.

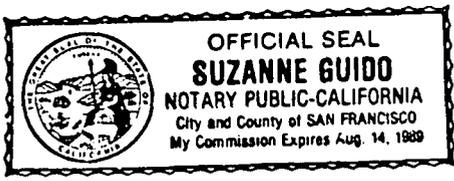
On this 18 day of April, 1989, before me personally appeared J. E. Sullivan, to me personally known, who being by me duly sworn, did depose and say that such person is V.P. - Gen. Mgr. of Texas, Oklahoma & Eastern Railroad Company, and that the foregoing Equipment Schedule No. 2, was signed on behalf 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.

Sandra Jeanene Allen
Notary Public

[seal] my comm. expires 1-29-90

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

On this 22 day of March, 1989, before me personally appeared DONALD B. LITTLEFIELD, to me personally known, who being by me duly sworn says that such person is PRESIDENT - RAIL DIVISION of BRAE Transportation, Inc., and that the foregoing Equipment Schedule No. 2, 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.



Suzanne Guido
Notary Public

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