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REGISTRATION NO. 16089-A FILED 143

SEP 1 1989 9 50 AM

INTERSTATE COMMERCE COMMISSION

ROBERT J. CORBER
(202) 429-8108

August 31, 1989

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 July 13, 1979, between BRAE Transportation, Inc., as lessor, and Columbia & Cowlitz Railway Company, lessee.

The equipment subject to this document consists of 432 railcars bearing the marks CLG 1101-1250, 1301-1303, 1305, 1307, 1309-1313, 1316, 1318-1322, 1325, 1327, 1328, 1330-1336, 1339, 1341-1344, 1346, 1347, 1349-1350, 5001-5050, 4001-4056, 4058-4064, 4066-4100, 3351-3372, 3374-3400, 3406, 3412, 3421, 3424, 3433-3435, 3438, 3455, 3465, 3468, 3469, 3470, 3472-3474, 3476, 3478, 3479, 3480, 3482-3489, 3493-3496, 3498-3500, and TOE 3402, 3411, 3439, 3442, 3446, 3461, 3466, 3467, 3471, 3475, 3477, 3490, 3491, 3492 and 3497.

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: Columbia & Cowlitz Railway Company
P.O. Box 188
Longview, WA 98632

Shirley Wilson
Shirley Wilson

Ms. Noreta R. McGee
August 31, 1989
Page 2

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 16089, it is requested that this document be given the next available letter designation under Recordation Number 16089.

This document is also related to the Equipment Trust Agreement recorded under Recordation Number 11879 and the Equipment Trust Agreement recorded under Recordation Number 10630. It is, therefore, requested that the document be CROSS-INDEXED under Recordation Numbers 11879 and 10630.

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 July 13, 1979, between BRAE Transportation, Inc., lessor, and Columbia & Cowlitz Railway Company, lessee, for railcars marked as shown in the document.

Very truly yours,



Robert J. Corber
Attorney for
Brae Transportation, Inc.

RJC:smg

Enclosures

COPY

REGISTRATION NO 16089-A FILED 1425

SEP 1 1989 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT SCHEDULE NO. 2

BRAE Transportation, Inc., successor to BRAE Corporation, ("BRAE") hereby leases the following railcars to Columbia & Cowlitz Railway Company ("Lessee"), pursuant to that certain Lease Agreement dated as of July 13, 1979 (the "Lease Agreement").

| <u>Number of Cars</u> | <u>Description</u> | <u>AAR Mechanical Designation</u> | <u>Car Numbers</u> | | <u>BRAE Code</u> |
|-----------------------|---|-----------------------------------|--|---|------------------|
| 150 | 60'6", 100-ton, "A" Frame Bulkhead Flat Cars | FBS | CLC 1101-1250 | (150) | 3200 |
| 35 | 60'6" 100-ton, Bulkhead Flat Cars | FB | CLC 1301-1303 1305 1307 1309-1313 1316 1318-1322 1325,1327 1328 1330-1336 1339 1341-1344 1346,1347 1349,1350 | (3) (1) (1) (5) (1) (5) (2) (1) (7) (1) (4) (2) (2) | 3200 |
| 50 | 60'6", 100-ton, 6740 cu. ft. capacity, Wood Chip Cars | GTS | CLC 5001-5050 | (50) | 490 |
| 98 | 52'6", 70-ton, Double 8'0" Plug Door | XL/XP | CLC 4001-4056 4058-4064 4066-4100 | (56) (7) (35) | 3100 |
| 49 | 52'6" 70-ton, Double 8'0" Plug Door | XM | CLC 3351-3372 3374-3400 | (22) (27) | 3100 |
| 35 | 52'6", 70-ton, Double 8'0" Plug Door | XP | CLC 3406,3412 3421,3424 3433-3435 3438,3455 3465,3468 3469,3470 3472-3474 3476,3478 3479,3480 3482-3489 3493-3496 3498-3500 | (2) (2) (3) (2) (2) (2) (3) (2) (2) (8) (4) (3) | 340 |

EQUIPMENT SCHEDULE NO. 2 (con't)

| <u>Number of Cars</u> | <u>Description</u> | <u>AAR Mechanical Designation</u> | <u>Car Numbers</u> | <u>BRAE Code</u> | |
|-----------------------|--|-----------------------------------|---|--|-----|
| 15 | 52'6", 70-ton, Double 8'0" Plug Door | XP | TOE 3402,3411 3439,3442 3446,3461 3466,3467 3471,3475 3477,3490 3491,3492 3497 | (2) (2) (2) (2) (2) (2) (2) (1) | 340 |

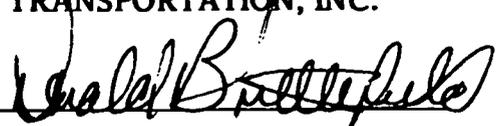
432 Total Cars

BRAE and Lessee hereby agree that this Equipment Schedule No. 2 shall supersede Equipment Schedule No. 1 and such Equipment Schedule No. 1 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 Agreement in this Schedule.

IN WITNESS WHEREOF, the Parties hereto have executed this Schedule as of the 24th day of February, 1989.

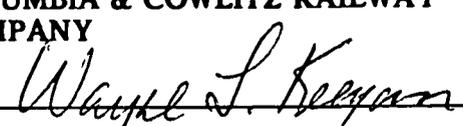
BRAE TRANSPORTATION, INC.

By 

Title PRESIDENT - RAIL DIVISION

Date FEB 24 1989

COLUMBIA & COWLITZ RAILWAY COMPANY

By 

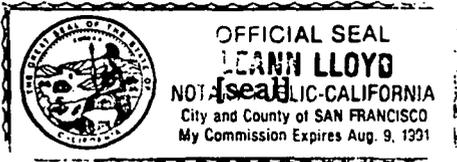
Title Assistant General Manager

Date February 15, 1989

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 24th day of February, in the year 1989, before me personally appeared Donald B. Littlefield, to me personally known, who, being by me duly sworn, did depose and say that he is the President - Rail Division of BRAE Transportation, Inc., the corporation which executed the above instrument, that he signed his name to the above instrument by authority of the Board of Directors of said corporation, and that he acknowledged that the execution of the above instrument was the free act and deed of such corporation.



Leann Lloyd
Notary Public

My commission expires: 8/9/91

STATE OF Washington
COUNTY OF Cowlitz

)
) ss.
)

On this 15th day of February, in the year 1989, before me personally appeared Wayne K. Keger, to me personally known, who, being by me duly sworn, did depose and say that he/~~she~~ is the Asst Gen Manager of Columbia & Cowlitz Railway Company, the corporation which executed the above instrument, that he/~~she~~ signed his/~~her~~ name to the above instrument by authority of the Board of Directors of said corporation, and that he/~~she~~ acknowledged that the execution of the above instrument was the free act and deed of such corporation.

[seal]

Andrea B. Johnson
Notary Public

My commission expires: 8-29-91