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ROBERT J. CORBER  
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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION December 19, 1988

DEC 19 1988 10-25 AM  
1 6092

DEC 19 1988 10-25 AM  
1 6092-A  
RECORDATION NO. Filed 1425

Ms. Noreta R. McGee Filed 1425

Secretary  
INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission

Room 2215  
Washington, D.C. 20423

DEC 19 1988 10-25 AM  
1 6092-B  
RECORDATION NO. Filed 1425

No. 8-354A070  
Date DEC 19 1988  
Fee \$ 39.00  
ICC 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 documents hereinafter described. They relate to the railroad equipment identified below.

1. Lease Agreement dated as of October 11, 1982 between BRAE Corporation, lessor, and Little Rock & Western Railway Corporation, lessee.

2. Amendment No. 1 dated as of April 25, 1983 between BRAE Corporation and Little Rock & Western Railway Corporation.

3. Equipment Schedule No. 5 dated as of August 6, 1984 between BRAE Corporation and Little Rock & Western Railway Corporation.

The equipment subject to these documents consists of 381 railroad cars bearing the marks LRWN 1001 - 1025, 1151 - 1177, 2001 - 2179, 3001 - 3050, 1301 - 1342, 1001 - 1025, 1201 - 1212, and 1151 - 1171, 5000 - 5099, inclusive.

The names and addresses of the parties to the documents are as follows:

Lessor: BRAE Corporation  
One Hundred Sixty Spear St.  
San Francisco, CA 94105

Lessee: Little Rock & Western  
Railway Corporation  
P. O. Box 386  
Perry Arkansas 72125

DEC 19 10 20 AM '88  
HOTEL...  
100...

A fee of \$39.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

*Copy sent to [unclear]*

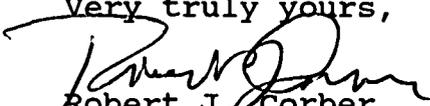
Ms. Noreta McGee  
December 19, 1988  
Page 2

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

1. Lease Agreement dated as of October 11, 1982, between BRAE Corporation and Little Rock & Western Railway Corporation covering railroad cars marked LRWN 1001 - 1025, 1151 - 1177, 2001 - 2179, 3001 - 3050, 1301 - 1342, 1001 - 1025, 1201 - 1212, and 1151 - 1171, 5000 - 5099, inclusive.
2. Amendment No. 1 dated April 25, 1983 between BRAE Corporation and Little Rock & Western Railway Corporation covering railroad cars marked as stated in the document.
3. Equipment Schedule No. 5 dated as of August 6, 1984 between BRAE Corporation and Little Rock & Western Railway Corporation covering railroad cars marked as stated in the document.

Since these documents are also related to the documents previously recorded under Recordation Nos. 10203 and 11241B, it is requested that these documents be cross-indexed under Recordation Numbers 10203 and 11241.

Very truly yours,

  
Robert J. Corber  
Attorney for  
BRAE Corporation

Enclosures as stated

AMENDMENT NUMBER 1  
TO LEASE AGREEMENT DATED AS OF OCTOBER 11, 1982

DEC 19 1988 10:25 AM  
1 6092-A  
RECORDATION NO. 1425  
**COPY**

DATE: 4/25, 1983

PARTIES: BRAE Corporation ("BRAE"), and Little Rock & Western Railway Corporation ("Lessee").

RECITALS:

- A. BRAE and Lessee have entered into a Lease Agreement dated as of October 11, 1982 (the "Lease").
- B. BRAE and Lessee desire to amend the Lease so as to cause the lease term to be
- C. In consideration of the mutual covenants contained herein, the parties agree to modify the Lease as follows:

AGREEMENTS:

- 1. Definition of Terms. The terms used in this Amendment No. 1 which are defined in the Lease shall have the same meanings herein as specified therein.
- 2. Amendment of Lease Term. The parties hereby agree that Section 2A of the Lease shall be amended by deleting the term from that Section, and substituting in place therefor the term
- 3. Other Terms. Except as modified hereby, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Rider No. 2 as of the day and year first above written.

LESSOR:

BRAE ~~INTERMODAL~~ CORPORATION

By [Signature]

Printed Name William J. Texido

Title President

LESSEE:

LITTLE ROCK & WESTERN RAILWAY CORPORATION

By [Signature]

Printed Name Leo N Crowley

Title President

EQUIPMENT SCHEDULE NO. 4

BRAE TRANSPORTATION, INC., successor of BRAE CORPORATION ("BRAE"), hereby leases the following railcars to Little Rock & Western Railway Corporation ("Lessee"), pursuant to that certain Lease Agreement dated as of October 11, 1982, as amended by Amendment No. 1 dated April 25, 1983 and Amendment No. 2 dated as of March 30, 1984 (the "Lease").

<u>1. Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Dimensions</u>
179	Type: Single Ten Foot Sliding Doors	XM	LRWN 2001-2179	50'6" in length
50	Type: Single Ten Foot Sliding Doors	XM	LRWN 3001-3050	50'6" in length
45	Type: Single Ten Foot Sliding Doors	XM	LRWN 5000-5099 [random numbers from this series; specific numbers to follow]	50'6" in length
25	Type: Single Ten Foot Sliding Doors	XM	LRWN 1001-1025	50'6" in length
30	Type: Single Ten Foot Sliding Doors	XM	[to follow]	50'6" in length

2. BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supplant and supersede Equipment Schedules Nos. 1, 2, and 3, and that Equipment Schedules Nos. 1, 2, and 3 shall be deleted from the Lease in their entireties.

3. BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Equipment Schedule.

IN WITNESS WHEREOF, the parties have executed this Schedule as of March 30, 1984.

BRAE TRANSPORTATION, INC.

By *Laurence W. Briscoe*  
 Printed Name Laurence W. Briscoe  
 Title Executive Vice President

LITTLE ROCK & WESTERN RAILWAY CORPORATION

By *R. E. Durdan*  
 Printed Name R. E. Durdan  
 Title Vice President & General Manager

STATE OF Wisconsin )  
 ) SS  
COUNTY OF Shouen )

On this 1st day of December, 19 82, before me personally appeared Leo M. Crowley, to me personally known, who being by me duly sworn says that such person is President of Little Rock & Western Railway Corp., and that the foregoing Lease Agreement, and Equipment Schedule(s) No. 1-3 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.

James M. Van Wyck (seal)  
Notary Public

My Commission Expires August 25, 1983

STATE OF California )  
 ) SS  
CITY AND COUNTY OF SAN FRANCISCO )

On this 9th day of December, 19 82, before me personally appeared William J. J. J. J. to me personally known, who being by me duly sworn says that such person is President of BRT Corporation, and that the foregoing Lease Agreement, and Equipment Schedule(s) No. 1-2 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.

James J. Stephen (seal)  
Notary Public

