

STEPTOE & JOHNSON

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WASHINGTON, D. C. 20036

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  
Room 2215  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

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]*

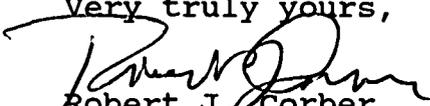
Ms. Noreta McGee  
December 19, 1988  
Page 2

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

DEC 1 9 1988  
 RECORDATION NO. 1988-1009  
 Form 1428

EQUIPMENT SCHEDULE NO. 5

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>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Dimensions</u>
1. 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
42 Type:	Single Ten Foot Sliding Doors	XM	LRWN 1301-1342	50'6" in length
25 Type:	Single Ten Foot Sliding Doors	XM	LRWN 1001-1025	50'6" in length
12 Type:	Single Ten Foot Sliding Doors	XM	LRWN 1201-1212	50'6" in length
21 Type:	Single Ten Foot Sliding Doors	XM	LRWN 1151-1171	50'6" in length

2. BRAE and Lessee hereby agree that this Equipment schedule No. 5 shall supplant and supersede Equipment Schedules Nos. 1, 2, 3, and 4 and that Equipment Schedules Nos. 1, 2, 3 and 4 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 the Equipment Schedule.

IN WITNESS WHEREOF, the parties have executed this Schedule as of August 6, 1984.

BRAE TRANSPORTATION, INC.

By *Lawrence W. Briscoe*

Printed Name LAWRENCE W. BRISCOE

Title PRESIDENT

LITTLE ROCK & WESTERN RAILWAY CORPORATION

By *K.E. Durdan*

Printed Name K.E. DURDAN

Title Vice President

STATE OF Alabama )  
COUNTY OF Houston ) ss.

On this 6 day of September, in the year 1984, before me personally appeared E. B. Burden, to me personally known, who, being by me duly sworn, did depose and say that he is the Vice President of Little Rock & Western Rwy., 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.

Joan Thompson  
Notary Public

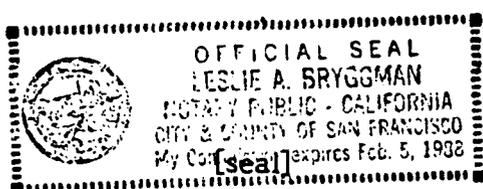
[seal]

My commission expires: \_\_\_\_\_

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO ) ss.

On this 28th day of September, in the year 1984, before me personally appeared Lawrence W. Busca, to me personally known, who, being by me duly sworn, did depose and say that he is the President of BRAC 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.

Leslie A. Bryggman  
Notary Public



My commission expires: Feb 5, 1988