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RECORDATION NO. 16032-A

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SEP 1 1989 9 50 AM

INTERSTATE COMMERCE COMMISSION

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. Appendix B to the Lease Agreement dated as of March 22, 1989, between BRAE Transportation, Inc., lessor, and Greenbrier Leasing Corporation, Lessee.

The equipment subject to this document consists of 100 bulkhead flat cars bearing the marks WCRC 1000-1025, 1027-1072, and 1074-1099, 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 94105

Lessee: Greenbrier Leasing Corporation
Lake Oswego, Oregon

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 16032, it is requested that this document be given the next available letter designation under Recordation Number 16032.

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Ms. Noreta R. McGee
August 31, 1989
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This document is also related to the Equipment Trust Agreement recorded under Recordation Number 9875. It is, therefore, requested that the document be CROSS-INDEXED under Recordation Number 9875.

A fee of \$26.00 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. Appendix B to the Lease Agreement dated as of March 22, 1989 between BRAE Transportation, Inc., lessor, and Greenbrier Leasing Corporation, lessee, for bulkhead flat cars bearing the marks WCRC 1000-1025, 1027-1072, and 1074-1099, inclusive.

Very truly yours,



Robert J. Corber
Attorney for
Brae Transportation, Inc.

RJC:smg

Enclosures

COPY

REGISTRATION NO 16032 A
FEB 1983

APPENDIX B TO LEASE AGREEMENT SEP 1 1989 -9 50 AM

INTERSTATE COMMERCE COMMISSION

BRAE TRANSPORTATION, INC. ("Lessor") hereby leases the following railcars to Greenbrier Leasing Corporation ("Lessee"), pursuant to that certain Lease Agreement dated as of May 13, 1986 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
100	62'-0", 90-ton Bulkhead Flat Cars	FB	WCRC 1001 1002 1008 1015 1027 1029-1033 1037 1047-1049 1088-1099	430
	60'-6", 100-ton Bulkhead Flat Cars		WCRC 1000 1003-1007 1010 1012 1016-1025 1034-1036 1038 1040 1050-1072 1074-1076 LRWN 9036 wccc 1073	3200
	62'-0", 90-ton Bulkhead Flat Cars		WCRC 1009 1011 1013 1014 1026 1028 1039 1041-1046 1077-1087	3100

LESSOR and Lessee hereby agree that this Appendix B shall supersede Appendix A and any such previous Appendix A shall become null and void as of the date hereof.

LESSOR and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Appendix.

IN WITNESS WHEREOF, the parties hereto have executed this Appendix as of the 22 day of March, 1989.

BRAE TRANSPORTATION, INC.
By *Donald B. Street*
Title PRESIDENT - RAIL DIVISION
MAR 22 1989
Date _____

GREENBRIER LEASING CORPORATION
By *Norris M. Webb*
Title Vice President
Date _____

STATE OF Oregon
COUNTY OF Clackamas

)
) ss.
)

On this 14 day of April, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, did depose and say that such person is Vice President of Greenbrier Leasing Corporation, and that the foregoing Appendix B, 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.

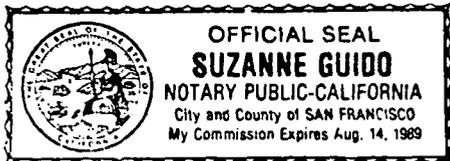
Mary D. Schmerker
Notary Public

[seal]

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 Appendix B, 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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