

STEPPTOE & JOHNSON

ATTORNEYS AT LAW  
1330 CONNECTICUT AVENUE  
WASHINGTON, D. C. 20036

ROBERT J. CORBER  
(202) 429-8108

1 6033  
RECORDATION NO. 6033

NOV 17 1988 9 20 AM  
INTERSTATE COMMERCE COMMISSION

1 6033  
RECORDATION NO. 6033  
NOV 17 1988 9 20 AM  
INTERSTATE COMMERCE COMMISSION

November 17, 1988

1 6033  
RECORDATION NO. 6033

NOV 17 1988 9 20 AM No. 8-322A030  
Date ..NOV.17.1988  
INTERSTATE COMMERCE COMMISSION Fee \$ 39.00

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Room 2215  
Washington, D.C. 20423

Dear Ms. McGee:

ICC Washington, D. C.

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and one copy of the documents hereinafter described. They relate to the railroad equipment identified below.

1. Lease Agreement dated as of September 20, 1984 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee.
2. Amendment No. 1 dated as of October 10, 1987 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee.
3. Equipment Schedule No. 5 dated as of October 11, 1988 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee.

The equipment subject to these documents consists of 260 covered hopper cars bearing the marks of KYLE as stated in the Equipment Schedule No. 5.

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

Lessor: Brae Transportation, Inc.  
One Hundred Sixty Spear St.  
San Francisco, CA 94105

Lessee: Kyle Railroad Company  
3rd & Railroad Avenue  
Phillipsburg, Kansas 67661

Please file and record the documents and index them under the names set forth above. Since the documents relate to

*Robert J. Corber*

NOV 17 9 21 AM '88  
HOTEL...  
150 211 E. J...

Ms. Noreta McGee  
November 17, 1988  
Page 2

the same transaction, it is requested that all be assigned the same recordation number with consecutive letter designation for each document after the first listed above.

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.

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

1. Lease Agreement dated as of September 20, 1984 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee, covering covered hopper cars marked as shown in equipment schedule.

2. Amendment No. 1 dated as of October 10, 1987 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee, covering covered hopper cars marked as shown in equipment schedule.

3. Equipment Schedule No. 5, dated as of October 11, 1988 between Brae Transportation, Inc., lessor, and Kyle Railroad Company, lessee, covering railcars marked as shown in document.

Very truly yours,



Robert J. Corber  
Attorney for Brae  
Transportation, Inc.

Enclosures as stated

REGISTRATION NO. 6033

NOV 17 1984

INTERSTATE COMMERCE COMMISSION

EQUIPMENT SCHEDULE NO. 5

BRAE Transportation, Inc. ("BRAE"), hereby leases the following railcars to Kyle Railroad Company ("LESSEE") pursuant to that certain Agreement dated as of September 20, 1984, as amended (the "Agreement").

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Designation</u>	<u>Car Number(s)</u>
260	Covered Hoppers	LO	KYLE 4000-4019 4025-4069 4071-4076 4078-4090 4092-4104  KYLE 7001-7002, 7004, 7008-7011 7014-7016, 7018-7020, 7023, 7025-7026, 7028, 7031-7033 7036-7038, 7043, 7045 7047-7050, 7052-7053 7057-7060, 7063-7066 7069-7070, 7072, 7075-7079 7081-7082, 7084, 7086 7089-7091, 7093, 7096 7098-7105, 7107-7110, 7112-7113, 7115-7116, 7119 7121-7122, 7125, 7128, 7130, 7132, 7134-7135, 7137-7140 7143-7144, 7150-7152 7154-7163, 7166-7169 7172-7173, 7175-7176, 7178 7181-7182, 7184-7185, 7189 7191-7194, 7196, 7198-7199  KYLE 260128-260129, 260131, 260134 260135, 260140-260141, 260144 260146-260147, 260153, 260155 260156, 260161, 260163-260167 260170, 260172, 260174-260176 260178, 260185, 260187-260188 260190, 260192-260194, 260202 260210, 260215, 260220, 260222 260224, 260289, 260312, 260319 260320

CONTINUED EQUIPMENT SCHEDULE NO. 5

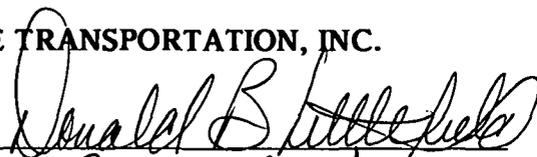
BRAE and LESSEE hereby agree that this Equipment Schedule No. 5 shall supersede Equipment Schedule No. 4 and such Equipment Schedule shall become null and void as of the date hereof.

BRAE and LESSEE hereby incorporate by reference all of the terms, conditions and provisions of the Agreement in this Schedule.

IN WITNESS WHEREOF, the parties have executed this Schedule as of the 11th day of October 1988.

**BRAE TRANSPORTATION, INC.**

By



Title

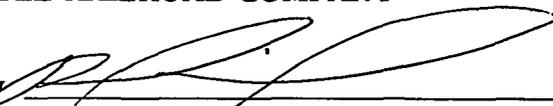
President Rail Division

Date

October 19, 1988

**KYLE RAILROAD COMPANY**

By



Title

Rick Cecil  
V.P. Operations

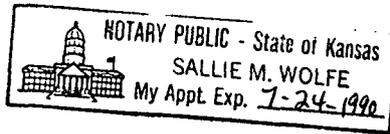
Date

October 11, 1988

STATE OF KANSAS )  
 ) SS  
COUNTY OF PHILLIPS )

On this 11th day of October, 1988, before me personally appeared Rick Cecil, to me personally known, who being by me duly sworn says that such person is Vice President - Operations of KYLE RAILROAD COMPANY, and that the foregoing Amendment No. 1 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 were the free acts and deeds of such corporation.

[seal]

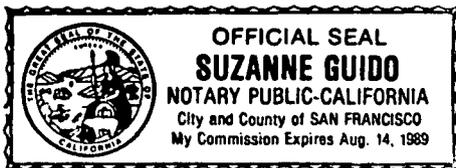


Sallie M Wolfe  
Notary Public

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

On this 19 day of October, 1988, before me personally appeared Donald B. Littlefield, to me personally known, who being by me duly sworn says that such person is President of BRAE TRANSPORTATION, INC., and that the foregoing Amendment No. 1 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 were the free acts and deeds of such corporation.

[seal]



Suzanne Guido  
Notary Public