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INTERSTATE COMMERCE COMMISSION
DEC 8 1988 9-55 AM
RECORDATION NO. 16039-A

December 8, 1988

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

No. 8-343A023
Date DEC 8 1988
Fee \$ 13.00
ICC Washington, D.C.

DEC 8 9 52 AM '88
MOTION OPERATIONS UNIT
ICC OFFICE OF THE CLERK

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and four (4) copies of the document hereinafter described. The Document relates to the railroad equipment identified below.

1. Equipment Schedule No. 4 executed July 25, 1988 between Brae Transportation, Inc., lessor, and Burlington Northern Railroad Company, lessee.

The equipment subject to this document consists of 298 railroad cars bearing BN marks as stated in the document.

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: Burlington Northern Railroad
Company
9401 Indian Creek Parkway
Overland Park, Kansas 66210

Please file and record the document and index it under the names set forth above. Since this is a secondary document related to the Lease Agreement recorded under Recordation Number 16039, it is requested that this document be given the next available letter designation under Recordation Number 16039. We are informed that the next available letter designation is A.

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

Candace [Signature]

Ms. Noreta R. McGee
December 8, 1988
Page Two

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

1. Equipment Schedule No. 4 executed July 25, 1988 between Brae Transportation, Inc., lessor, and Burlington Northern Railroad Company, lessee, covering railcars marked as shown in the document.

Very truly yours,



Robert J. Corber
Attorney for Brae
Transportation, Inc.

Enclosures as stated

INTERSTATE COMMERCE COMMISSION

DEC 8 1988 9-55 AM
 RECORDATION NO. 16039-1428

EQUIPMENT SCHEDULE NO. 4

COPY

BRAE TRANSPORTATION INC. ("BRAE") hereby leases the following railcars to BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee"), pursuant to that certain [per diem] Lease Agreement dated as of May 1, 1986 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>BRAE Code</u>
277	50', 70 ton, double door, Plate C boxcars	XM	BN 223098-223112	(15) 000
			223114-223137	(24) 000
			223139-223196	(58) 000
			223197-223199	(3) 330
			223533-223535	(3) 330
			223541-223599	(59) 330
			223113, 223269	(2) 340
			223280-223281	(2) 360
			223284, 223310	(2) 360
			223295-223296	(2) 360
			223301-223302	(2) 360
			223313, 223316	(2) 360
			223330	(1) 360
			223270-223279	(10) 370
			223282-223283	(2) 370
			223285-223294	(10) 370
			223297-223300	(4) 370
			223303-223306	(4) 370
			223309, 223643	(2) 370
			223311-223312	(2) 370
223314-223315	(2) 370			
223317-223329	(13) 370			
223536-223537	(2) 430			
223600-223642	(43) 430			
223644-223647	(4) 430			
223307-223308	(2) 490			
223539-223540	(2) 490			
21	50', 100 ton, double plug door, Plate C boxcars	XM	BN 223200,223206,223210, 223215,223219,223220, 223221,223225-223228, 223233,223239,223242, 223244,223246,223252, 223254,223255,223261, 223268	(21) 490

298 Total

BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

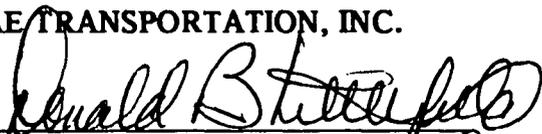
BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

Lessee hereby agrees that with respect to those certain 50', 100 ton, double plug door, Plate C boxcars listed above, that BRAE shall have the right to substitute or replace such 100 ton boxcars with 50', 70 ton, double sliding door, Plate C boxcars at any time during the term of the Lease.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the _____ day of _____, 1988.

BRAE TRANSPORTATION, INC.

By



Printed Name

DONALD B. LITTLEFIELD

Title

President - Rail Division

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By



Printed Name

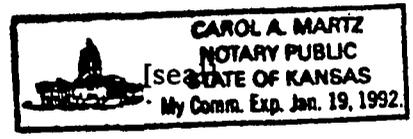
J.W. PRATT

Title

GST-FCM

STATE OF Kansas)
COUNTY OF Johnson) ss.

On this 22nd day of July, in the year 1988, before me Carol A. Martz, personally appeared J. W. Bost, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as GST-FCM on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Carol A. Martz
Notary Public

My commission expires: 1-19-92

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 25th day of July, in the year 1988, before me _____, personally appeared Donald B. Littlefield, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as Pres-Kaid on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Leann Lloyd
Notary Public

My commission expires: 8/9/91