

BRAE
CORPORATION

(2)

VIA HAND DELIVERY

RECORDATION NO. 10053-A
FILED 1988

SEP 2 1988 - 11 35 AM
INTERSTATE COMMERCE COMMISSION

August 31, 1988

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

RECORDATION NO. 10053-B
FILED 1988

SEP 2 1988 - 11 35 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following documents:

Equipment Schedule No. 4 dated as of July 22, 1988 between BRAE Transportation, Inc. and Burlington Northern Railroad Company

For purposes of this filing, the Equipment Schedule No. 4 relate only to those railcars, AAR Mechanical Designation, marked as follows:

- BN 223270-223279
- 223282-223283
- 223285-223294
- 223297-223300
- 223303-223306
- 223309, 223643
- 223311-223312
- 223314-223315
- 223317-223329

Ms. Agatha Mergenovich
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The names and addresses of the parties to the transactions evidenced by the documents described above are as follows:

LESSOR: GATX/GLS Leasing Corporation
Embarcadero Four, Suite 2200
San Francisco, CA 94111

LESSEE: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

SUB
LESSEE: Burlington Northern Railroad Company
9401 Indian Creek Parkway
Overland Park, KS 66210

Also, enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following documents:

Amendment No. 2 to the Lease Agreement dated March 1, 1984 between BRAE Transportation, Inc. and Indiana Hi-Rail Corporation

For purposes of this filing, the Amendment No. 2 relate only to those railcars, AAR Mechanical Designation, marked as follows:

IHRC 11002-11005
11007-11020

The names and addresses of the parties to the transactions evidenced by the documents described above are as follows:

LESSOR: GATX/GLS Leasing Corporation
Embarcadero Four, Suite 2200
San Francisco, CA 94111

LESSEE: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

SUB
LESSEE: Indiana Hi- Rail Corporation
R.R. #1, Box 242
Connersville, Indiana 47331

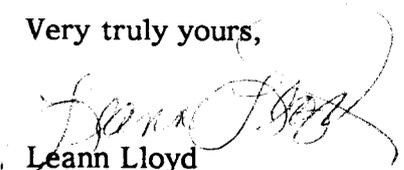
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It is requested that these documents be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Equipment Lease dated as of January 1, 1979 between BRAE Transportation, Inc. and GATX/GLS Leasing Corporation (formerly Gould Leasing Services, Inc., previously recorded and assigned recordation number 10053, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$26.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$26.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,



Leann Lloyd
Assistant Vice President &
Corporate Secretary

Enclosures

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,	(21) 490
			223215, 223219, 223220,	
			223221, 223225-223228,	
			223233, 223239, 223242,	
			223244, 223246, 223252,	
			223254, 223255, 223261,	
			223268	

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298 Total

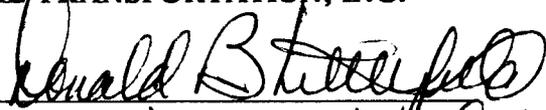
BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

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.

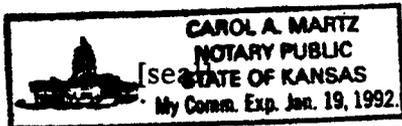
By 
Printed Name DONALD B. LITTLEFIELD
Title President - RAIL DIVISION

**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. Robert, 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.

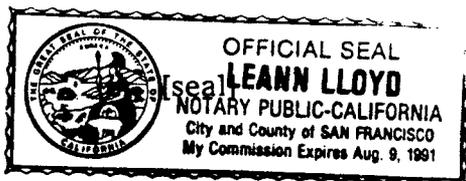


Carol A. Martz
Notary Public

My commission expires: 1-19-92

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 23rd day of July, in the year 1988, before me _____, personally appeared Dorinda 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-Kais 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