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February 8, 1995

\$42.00 filing fees

Recordation No. 16687 - K and L

RECORDATION NO. 16687-K&L FILED 1425

FEB 8 1995 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of two secondary documents, not previously recorded. The first of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 5 dated as of December 12, 1994 and is to be recorded under Recordation No. 16687-K and the second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 6 dated as of December 12, 1994 and is to be recorded under Recordation No. 16687-L (hereinafter together referred to as "Supplements").

The parties to both of the enclosed Supplements are:

First Security Bank of Utah, N.A. - OWNER TRUSTEE/SECURED PARTY
79 South Main Street
Salt Lake City, Utah 84111-0007

Bank of America Illinois - INDENTURE TRUSTEE/DEBTOR
231 South LaSalle Street
Chicago, IL 60697

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 14, 1989 between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16687-B.

The units of equipment covered by the Supplements are, as to Supplement No. 5, seven (7) units and as to Supplement No. 6, thirteen (13) units, identified in Schedule A to each of the aforesaid two Supplements.

*Counterparts -
A. K. Hansen*

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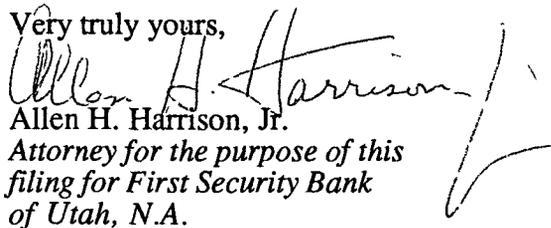
A short summary for each of the two Supplements to appear in the ICC Index is as follows:

“Change of identification numbers for some units in Security Agreement and Trust Indenture under 16687-B.”

Enclosed is a check in the amount of forty-two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for First Security Bank
of Utah, N.A.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
8310-020
BY HAND

16687-K

RECORDATION NO. 16687-K FILED 1425

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SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 5
INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 5 ("TRUST INDENTURE SUPPLEMENT NO. 5") dated as of December 12, 1994, between FIRST SECURITY BANK OF UTAH, N.A., a national banking association, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 89-5, and BANK OF AMERICA ILLINOIS, (the "Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16687-B; and

WHEREAS, Section 3.6 of the Trust Indenture provides that, upon the concurrence of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify the Lease (defined hereinbelow) pursuant to Section 22.7 thereof; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of ITEL Rail Corporation, one hundred twenty-one (121) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Lease"), dated as of December 14, 1989 between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission

("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16687 and

WHEREAS, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

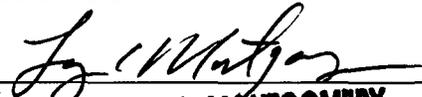
WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

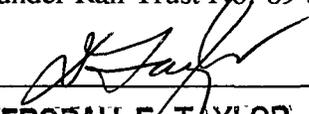
1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period June 30, 1992 to December 31, 1992.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK OF UTAH, N.A.,
not individually but solely as Owner Trustee under
Rail Trust No. 89-5

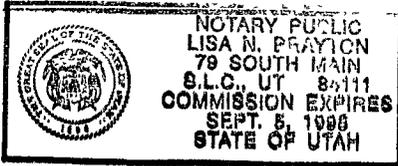
By 
Name: **LARRY C MONTGOMERY**
Title: **Trust Officer**

BANK OF AMERICA ILLINOIS
Indenture Trustee under Rail Trust No. 89-5

By 
Name: **DEBORAH F. TAYLOR**
Title: **VICE PRESIDENT**

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 20th day of January, 1994⁵, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH, N.A., and acknowledged to me that the corporation executed it.

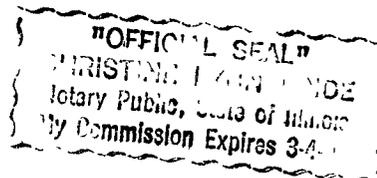


Lisa N. Prayton
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of January, 1994⁵, before me personally appeared DEBORAH F. TAYLOR, personally known to me to be the person who executed the within instrument as a VICE PRESIDENT of BANK OF AMERICA ILLINOIS, and acknowledged to me that the corporation executed it.

Christine Lynn Zill
Notary Public



**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 5
TO RAIL TRUST NO. 89-5**

SCHEDULE A

Remarks for Period 6/30/92 to 12/31/92

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	020134	TCWR	020134
HS	020135	TCWR	020135
HS	020138	TCWR	020138
USLX	020421	HS	001411
USLX	020464	HS	001412
USLX	020477	HS	001413
USLX	020486	HS	001414