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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 22 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 -  
K & L  
D.*

FILED  
FEB 8 1995  
COMM. DIV.  
U.S. DEPT. OF COMMERCE

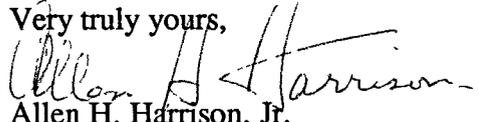
A short summary for each of the two Supplements to appear in the ICC Index is as follows:

“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-L

RECORDATION NO. 16687-L FILED 1425

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**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6**  
INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 6** ("TRUST INDENTURE SUPPLEMENT NO. 6") 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 IteI 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:

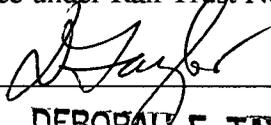
1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to December 31, 1993.

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

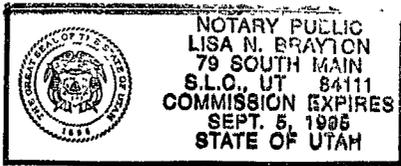
By   
Name: **LARRY C MONTGOMERY**  
Title: **Trust Officer**

**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, 1994<sup>5</sup>, 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.

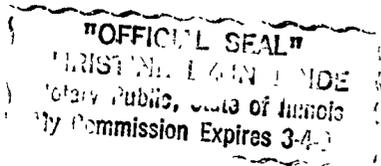


Lisa N. Brayton  
Notary Public

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF COOK )

On this 30th day of January, 1994<sup>5</sup>, 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 Zinde  
Notary Public



**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 89-5**

**SCHEDULE A**

**Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	020137	TCWR	020137
HS	020139	TCWR	020139
TBER	005027	ITLX	040616
TBER	005028	ITLX	040617
TBER	005039	ITLX	040625
TBER	005041	ITLX	040626
TBER	005052	ITLX	040634
TBER	005053	ITLX	040635
TBER	005054	ITLX	040636
TBER	005055	ITLX	040637
USLX	020449	TCWR	020136
TBER	005034	ITLX	040621
TBER	005042	ITLX	040627