

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

April 24, 1998

RECORDATION NO. 16687-0, P FILED

APR 6 '99 3-15 PM


Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Rail Trust No. 89-5

Dear Mr Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No 9 to Rail Trust 89-5, dated April 5, 1999, and Security Agreement and Trust Indenture to Rail Trust 89-5, Supplement No 8, dated March 29, 1999

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16687.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 9

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: GE Capital Railcar Associates, Inc
33 West Monroe Street
Chicago, Illinois 60603

Mr. Vernon A Williams
April 6, 1999
Page 2

Security Agreement and Trust Indenture
Supplement No. 8

Owner Trustee. First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: U.S. Bank Trust National Association
(f/k/a First Trust National Association)
111 East Wacker Drive, Suite 3000
Chicago, IL 60601

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

**SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 89-5
SUPPLEMENT NO. 8**

RECORDATION NO. 16687-P FILED

APR 6 '99 3-15 PM

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT

NO. 8 (“TRUST INDENTURE SUPPLEMENT NO. 8”) between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A. in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee (“Lessor”) under RAIL TRUST NO. 89-5, and U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a FIRST TRUST NATIONAL ASSOCIATION, a national banking association (the “Indenture Trustee”).

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the “Trust Indenture”) as supplemented, dated as of December 14, 1989, which was filed and recorded with the Interstate Commerce Commission (“ICC”) (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 28, 1989 and given Recordation No. 16687-B; 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 certain units of railroad equipment pursuant to an Equipment Lease Agreement (the “Equipment Lease”) as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16687; 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 the 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:
 - (1) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1998
December 31, 1998.
3. This Trust Indenture Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 8, and any party hereto may execute this Trust Indenture Supplement No. 8 by signing one or more counterparts

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No. 8 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner Trustee under Rail Trust No. 89-5

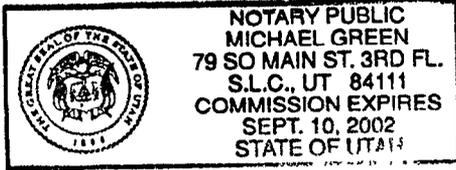
By: 
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **3/29/97**

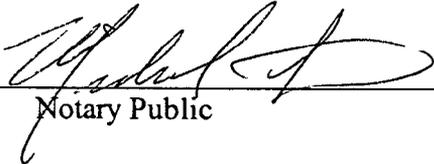
U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 24th day of March, 1999, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed
this instrument as Assistant Trust Officer of FIRST SECURITY
BANK, N.A. and acknowledged to me that the corporation executed it.





Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ___ day of _____, 1999, before me personally appeared
_____, personally known to me to be the person who executed
this instrument as _____ U.S. BANK TRUST
NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

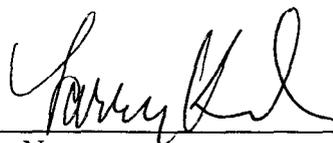
Notary Public

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No. 8 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

By: _____
Name:
Title:
Date:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By:  _____
Name: LARRY KUSCH
Title: Asst. Vice President
Date: 3/25/99

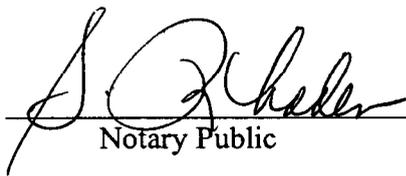
STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ___ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A. and acknowledged to me that the corporation executed it.

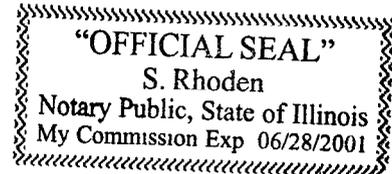
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25th day of March, 1999, before me personally appeared LARRY. KUSCH, personally known to me to be the person who executed this instrument as Asst. Vice President U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.



Notary Public



SCHEDULE A
CAR MARK CHANGES 1/1/98-12/31/98

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
CAGY	700	ITLX	700
CAGY	702	ITLX	702
CAGY	703	ITLX	703
CAGY	704	ITLX	704
CAGY	705	ITLX	705
CAGY	706	ITLX	706
CAGY	707	ITLX	707
CAGY	708	ITLX	708
CAGY	709	ITLX	709
CAGY	710	ITLX	710
CAGY	711	ITLX	711
CAGY	712	ITLX	712
CAGY	713	ITLX	713
CAGY	714	ITLX	714
CAGY	715	ITLX	715
CAGY	716	ITLX	716
CAGY	717	ITLX	717
CAGY	718	ITLX	718
CAGY	719	ITLX	719
CAGY	720	ITLX	720
CAGY	721	ITLX	721
CAGY	722	ITLX	722
CAGY	723	ITLX	723
CAGY	724	ITLX	724
CAGY	725	ITLX	725
CAGY	726	ITLX	726
CAGY	727	ITLX	727
CAGY	728	ITLX	728
CAGY	729	ITLX	729
CAGY	730	ITLX	730
CAGY	731	ITLX	731
CAGY	733	ITLX	733
CAGY	734	ITLX	734
CAGY	735	ITLX	735
CAGY	736	ITLX	736
CAGY	737	ITLX	737
CAGY	738	ITLX	738
HS	1411	USLX	20421
HS	1412	USLX	20464
HS	1413	USLX	20477
HS	1414	USLX	20486
SR	22047	USLX	20451
USLX	20416	KYLE	20416
USLX	20455	KYLE	20455
USLX	20475	IAIS	7622