

0100691027

DONELAN, CLEARY, WOOD & MASER, P.C.

RECORDATION NO. 16688-N FILED 1425

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N W
WASHINGTON, D.C. 20005-3934

JUL 14 1995 12 15 PM

INTERSTATE COMMERCE COMMISSION
TELECOPIER (202) 371-0900

OFFICE (202) 371-9500

July 14, 1995

Recordation No. 16688 -N

\$21.00 filing fee

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 a secondary document, not previously recorded, entitled Security Agreement and Trust Indenture Supplement No. 7 dated as of January 23, 1995 and it is to be recorded under Recordation No. 16688-N (hereinafter referred to as "Supplement").

The parties to the enclosed Supplement 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 Supplement acts to change the identification numbers of certain units in Schedules A, A-1, A-2 and A-3 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 16688-B.

The units of equipment covered by the Supplement are, as identified in Schedules A, A-1, A-2 and A-3 thereof.

A short summary to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16688-B."

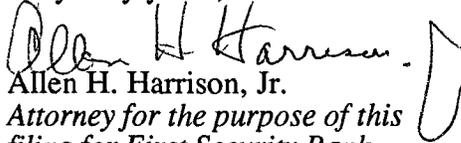
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterparts - 2

RECEIVED
OFFICE OF
SECRETARY
JUL 14 12 11 PM
LICENSING BRANCH

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, 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

16688-N

RECORDATION NO. 16688-N
FILED 1425
JUL 14 1995 - 12 15 PM
INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 7**

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 7 ("TRUST INDENTURE SUPPLEMENT NO. 7") dated as of January 23, 1995, 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. 89-6, 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. 16688-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, five hundred twenty-eight (528) units of railroad equipment pursuant to an Equipment Lease Agreement (the "Lease") as supplemented , 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. 16688 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) Schedules A, A-1, A-2, and A-3 (separated per quarterly mark changes) attached hereto reflect changes in the reporting marks of certain units of Equipment for the period January 1, 1994 to December 31, 1994.

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. 89-6

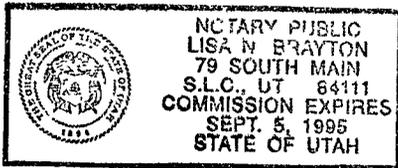
By 
Name: **LARRY C MONTGOMERY**
Title: **Trust Officer**

BANK OF AMERICA ILLINOIS
Indenture Trustee under Rail Trust No. 89-6

By 
Name: **C. K. DUNCAN**
Title: **Vice President**

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

On this 12th day of June, 1995, 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.



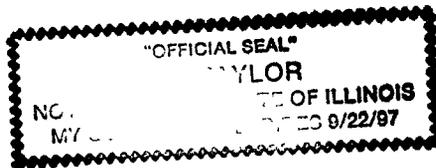
Lisa N. Brayton
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 14th day of June, 1995, before me personally appeared Cynthia K. Suncan, 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.



L.C. Taylor
Notary Public



SECURITY AND TRUST INDENTURE
SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-6

SCHEDULE A

Remarks for Period 1/1/94 to 3/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	014336	SLR	001788
HS	014339	SLR	001790
HS	014342	SLR	001792
MACO	000146	KWT	000146
MACO	000149	KWT	000149
WICT	041202	WSOR	041202

SECURITY AND TRUST INDENTURE
SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-6

SCHEDULE A-1

Remarks for Period 4/1/94 to 6/29/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	014320	SLR	001774
HS	014337	SLR	001796
LNAC	001026	CAGY	001122
WSOR	041202	YKR	010005

SECURITY AND TRUST INDENTURE
SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-6

SCHEDULE A-2

Remarks for Period 6/29/94 to 9/30/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
MACO	000148	KWT	000148
FRDN	003082	PLCX	020025
FRDN	004155	PLCX	020004
FRDN	004167	PLCX	020005
FRDN	004176	PLCX	020029
FRDN	004275	PLCX	020031
FRDN	004284	PLCX	020006
FRDN	004286	PLCX	020007
FRDN	004329	PLCX	020008
WICT	041203	WSOR	041203

SECURITY AND TRUST INDENTURE
SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-6

SCHEDULE A-3

Remarks for the Period 10/1/94-12/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Number</u>	<u>New Car Number</u>
WSOR	041201	YKR	010004
WSOR	041203	PPU	005067
WSOR	041204	PPU	005070