

*Counter parts - E. Williams*

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 16688-0-P FILED 1425  
OCT 9 1996 - 10:45 AM

October 8, 1996

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

Dear Mr Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are six (6) copies each of Lease Supplement No 9 and Security Agreement and Trust Indenture Supplement No 8, both dated as of September 12, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16688

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

Lease Supplement No 9

Lessor	First Security Bank 79 South Main Street Salt Lake City, Utah 84111
Lessee	GE Capital Railcar Associates, Inc 33 W Monroe Street Chicago, Illinois 60603

Mr Vernon A. Williams  
October 8, 1996  
Page 2

Security Agreement and Trust Indenture Supplement No 8

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

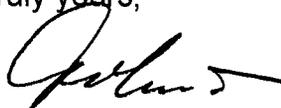
Security Trustee State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document.

Also enclosed is a check in the amount of \$44 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

RECORDATION NO. 16688-0 FILED 14

**LEASE SUPPLEMENT NO. 9**

**OCT 9 1996 10 45 AM**

**LEASE SUPPLEMENT NO. 9 ("LEASE SUPPLEMENT NO.9")** dated as of

September 12, 1996, between **FIRST SECURITY BANK, N.A.**, a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under **RAIL TRUST NO. 89-6**, and **GE CAPITAL RAILCAR ASSOCIATES, INC.**, a Delaware corporation ("Lessee"), as assignee in interest to **Itel Rail Corporation**

**WHEREAS**, Lessee leased from Lessor five hundred twenty-eight (528) 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 Interstate Commerce Commission ("I.C.C.") (Predecessor to the Surface Transportation Board "STB") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16688, and

**WHEREAS**, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment

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**NOW, THEREFORE,** pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows.

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated
2. The Equipment Lease 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, 1995 to December 31, 1995.

**LESSOR:**

**FIRST SECURITY BANK ██████████, N.A.**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No 89-6

By Jamie Mackay  
Name: **Jamie A. Mackay**  
Title: **Trust Administrator**

**LESSEE**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to Itel Rail Corporation

By Robert H. Tucker  
Name: **Robert H. Tucker**  
Title: **Executive Vice President**

**ACKNOWLEDGED BY:**

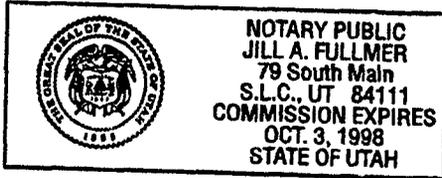
**FIRST TRUST OF ILLINOIS, N.A.**  
as Indenture Trustee

By Ed Botkin  
Name: **ED BOTKIN**  
Title: **VICE PRESIDENT**

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STATE OF UTAH )  
 ) SS  
COUNTY OF SALT LAKE )

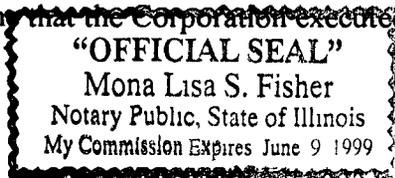
On this 26<sup>th</sup> day of September, 1996 before me personally appeared Jamie A Mackey, personally known to me to be the person who executed the foregoing instrument as Trust Administrator of FIRST SECURITY BANK ██████████, N A., and acknowledged to me that the corporation executed it



Jill A Fullmer  
Notary Public

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 14<sup>th</sup> day of October, 1996, before me personally appeared Robert H Tucker,, personally known to me to be the person who executed the foregoing instrument as Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the Corporation executed it.



Mona Lisa S. Fisher  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 2<sup>nd</sup> day of OCTOBER, 1996, before me personally appeared E.D. BUTLER, personally known to me to be the person who executed the within instrument as VICE PRESIDENT of FIRST TRUST OF ILLINOIS, N A , and acknowledged to me that the Corporation executed it

S. Rhoden  
Notary Public



**LEASE SUPPLEMENT NO. 9**

**TO RAIL TRUST NO. 89-6**

**SCHEDULE A**

**Remarks for Period 1/1/95 to 12/31/95**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
IHRC	002101	ITLX	052000
IHRC	002102	ITLX	052001
IHRC	002105	ITLX	052004
IHRC	002104	ITLX	052003
IHRC	002108	ITLX	052007
IHRC	002103	ITLX	052002