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OF COUNSEL
URBAN A. LESTER

April 6, 1999

RECORDATION NO. 16688-5, T FILED

APR 6 '99 3-15 PM

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

Re: Rail Trust No 89-6

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 12 to Rail Trust 89-6, dated March 29, 1999, and Security Agreement and Trust Indenture to Rail Trust 89-6, Supplement No 11, dated March 29, 1999

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

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

Lease Supplement No 12

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
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Security Agreement and Trust Indenture
Supplement No. 11

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

RECORDATION NO. 16688-5 FILED

**LEASE SUPPLEMENT NO. 12
TO RAIL TRUST 89-6**

APR 6 '99 3-15 PM

LEASE SUPPLEMENT NO. 12 ("LEASE SUPPLEMENT NO. 12) between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A., a national banking corporation, 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 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 Interstate Commerce Commission ("ICC") (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.

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.

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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, 1998
December 31, 1998.

3. This Lease Supplement No. 12 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 12, and any party hereto may execute this Lease Supplement No. 12 by signing one or more counterparts

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, 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: **Assistant Trust Officer**
Date: **3/29/99**

LESSEE:

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

By: _____
Name:
Title:
Date:

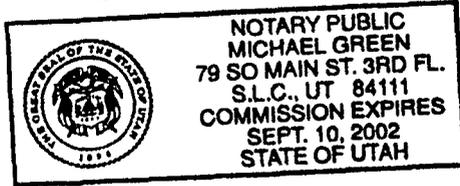
ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 29th 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 _____ GE CAPITAL RAILCAR
ASSOCIATES, INC., 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.

2. The Equipment Lease 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 Lease Supplement No. 12 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 12, and any party hereto may execute this Lease Supplement No. 12 by signing one or more counterparts

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-6

By: _____
Name:
Title:
Date:

LESSEE:

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

By:  _____
Name: Cheryl A. Feltgen
Title: Executive Vice President
Date: 4/5/99

ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

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 5th day of April, 1999, before me personally appeared Cheryl A. Feltgen, personally known to me to be the person who executed this instrument as Executive Vice President GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Ricki Knapp

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

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, 1998
December 31, 1998.

3. This Lease Supplement No. 12 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 12, and any party hereto may execute this Lease Supplement No. 12 by signing one or more counterparts

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-6

By: _____
Name:
Title:
Date:

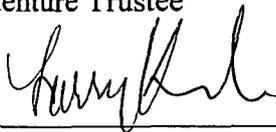
LESSEE:

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

By: _____
Name:
Title:
Date:

ACKNOWLEDGED BY:

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)

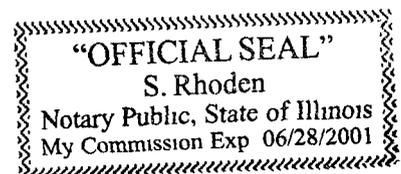
On this ___ day of _____, 1999, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

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.

S. Rhoden
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
DL	11014	YKR	9116
CAGY	739	ITLX	739
CAGY	740	ITLX	740
CAGY	741	ITLX	741
CAGY	742	ITLX	742
CAGY	743	ITLX	743
CAGY	744	ITLX	744
CAGY	745	ITLX	745
CAGY	746	ITLX	746
CAGY	747	ITLX	747
CAGY	748	ITLX	748
CAGY	749	ITLX	749
FRDN	3018	IAIS	7529
FRDN	3042	PLCX	17030
FRDN	3054	PLCX	17031
FRDN	3069	IAIS	7579
FRDN	3086	PLCX	17016
FRDN	3097	PLCX	17033
FRDN	4158	PLCX	17027
FRDN	4168	PLCX	17040
FRDN	4169	PLCX	17041
FRDN	4170	PLCX	17025
FRDN	4174	KYLE	17000
FRDN	4269	PLCX	17005
FRDN	4273	IAIS	7530
FRDN	4277	PLCX	17028
FRDN	4283	KYLE	17006
FRDN	4285	PLCX	17042
ITLX	20056	IAIS	7636
ITLX	20059	IAIS	7659
PLCX	27620	IAIS	7587
PLCX	27621	IAIS	7574
CWP	2019	NSR	2019
CWP	2020	NSR	2020
CWP	2021	NSR	2021
CWP	2022	NSR	2022
CWP	2023	NSR	2023
CWP	2024	NSR	2024
CWP	2025	NSR	2025
CWP	2026	NSR	2026
CWP	2028	NSR	2028
CWP	2032	NSR	2032
HS	41286	DLRX	3127
HS	41287	DLRX	3128

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

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
HS	41288	DLRX	3129
HS	41289	DLRX	3130
HS	41290	DLRX	3131
HS	41291	DLRX	3132
HS	41292	DLRX	3133
HS	41293	DLRX	3134
HS	41294	DLRX	3135
HS	41295	DLRX	3136
HS	41297	DLRX	3138
HS	41298	DLRX	3139
HS	41299	DLRX	3140
HS	41300	DLRX	3141
HS	41301	DLRX	3142
HS	41302	DLRX	3143
HS	41303	DLRX	3144
HS	41304	DLRX	3145
HS	41305	DLRX	3146
HS	41306	DLRX	3147
HS	41307	DLRX	3148
HS	41308	DLRX	3149
HS	41309	DLRX	3150
HS	41310	DLRX	3151
HS	41311	DLRX	3152
HS	41312	DLRX	3153
HS	41313	DLRX	3154
HS	41314	DLRX	3155
ITLX	52006	DLRX	3156
PPU	5070	IAIS	5070
CAGY	1811	LRWN	6400
CAGY	1812	LRWN	6401
CAGY	1813	LRWN	6402
CAGY	1814	LRWN	6403
CAGY	1815	LRWN	6404
CAGY	1816	LRWN	6405
CAGY	1817	LRWN	6406
CAGY	1818	LRWN	6407
CAGY	1819	LRWN	6408
CAGY	1820	LRWN	6409