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

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

RECORDATION NO. 16689-K, L, M

JUL 14 1995 10 15 PM

INTERSTATE TELEPHONE (202) 371-0900

OFFICE (202) 371-9500

July 14, 1995

\$63.00 filing fee

Recordation No. 16689-K, L, and M

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 three secondary documents, not previously recorded. The first of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16689-K. The second of the three documents is entitled Lease Supplement No. 6 and is to be recorded under Recordation No. 16689-L. The third of the three documents is entitled Lease Supplement No. 7 and is to be recorded under Recordation No. 16689-M. All three documents are dated as of March 20, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

- First Security Bank of Utah, N.A. - OWNER TRUSTEE/LESSOR
79 South Main Street
Salt Lake City, Utah 84111-0007
- GE Capital Railcar ^{Associates} ~~Associations~~, Inc. - LESSEE
33 West Monroe
Chicago, IL 60603

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Equipment Lease Agreement (as supplemented) dated as of December 14, 1989 now between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16689.

The units of equipment covered by the Supplements are, as to Supplement No. 5, three (3) units identified in Schedule A thereof, as to Supplement No. 6, fifteen (15) units identified in Schedule A thereof and as to Supplement No. 7, fourteen (14) units identified in Schedule A thereof.

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

"Change of identification numbers for some units in Equipment Lease Agreement under 16689

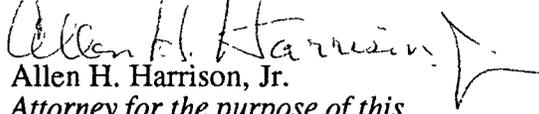
Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

Counterparts - C. Williams

RECEIVED
OFFICE OF THE
SECRETARY
JUL 14 10 12 PM '95
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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

16689-M

RECORDATION NO. 16689-M
FILED 1995
JUL 14 1995 - 12 15 PM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 7

LEASE SUPPLEMENT NO. 7 ("LEASE SUPPLEMENT NO. 7") dated as of March 20, 1995, between FIRST SECURITY BANK OF UTAH, 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. 89-7, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as successor in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor one hundred eleven (111) 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") on December 28, 1989 and given Recordation No. 16689; 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.
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, 1994 to December 31, 1994.

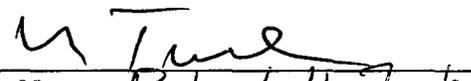
LESSOR:

FIRST SECURITY BANK OF UTAH, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-7

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

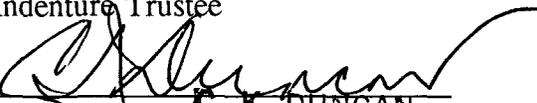
LESSEE

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

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

ACKNOWLEDGED BY:

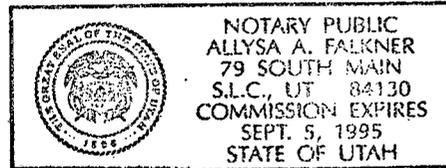
BANK OF AMERICA ILLINOIS
as Indenture Trustee

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

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

On this 5th day of July, 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.

Allysa A. Falkner
Notary Public



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 7th day of July, 1995, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within instrument as a Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



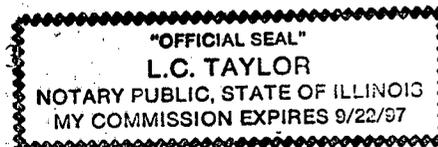
Lynda Clayton
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 10th day of July, 1995, 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.

C. K. DUNCAN

L. C. Taylor
Notary Public



LEASE SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-7

SCHEDULE A

Remarks for Period 1/1/94 to 12/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
WSOR	041053	DLRX	003101
WSOR	041072	LRWN	006338
WSOR	041084	LRWN	006339
WSOR	041079	YKR	010000
WSOR	041098	YKR	010002
WSOR	041052	PPU	005076
WSOR	041061	PPU	005074
WSOR	041064	PPU	005078
WSOR	041082	PPU	005072
WSOR	041083	PPU	005073
WSOR	041086	PPU	005063
WSOR	041093	PPU	005066
WSOR	041197	PPU	005064
WSOR	041200	PPU	005079