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April 6, 1999

RECORDATION NO 16689-S,T FILED

APR 6 '99

3-15 PM


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

Re Rail Trust No 89-7

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies each of Lease Supplement No 9 and Security Agreement and Trust Indenture Supplement No. 8, both dated March 15, 1999, 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 16689

The names and addresses of the parties to the enclosed documents 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 West Monroe Street Chicago, Illinois 60603

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Security Agreement and Trust Indenture
Supplement No 8

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

Security 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 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 \$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 89-7**

SUPPLEMENT NO. 8

RECORDATION NO. 16689-T 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., 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 U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a FIRST TRUST NATIONAL 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. 16689-B; 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 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 29, 1989 and given Recordation No. 16689; and

WHEREAS, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment 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 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:

- (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.

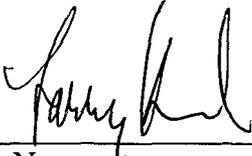
3. This Trust Indenture Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 8, and any party hereto may execute this Trust Indenture Supplement No. 8 by signing one or more counterparts

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused 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. 89-7

By: _____
Name:
Title:
Date:

U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

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

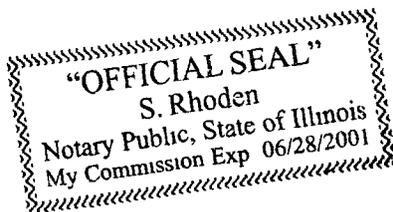
STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS

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)
)
COUNTY OF COOK) SS

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

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused 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. 89-7

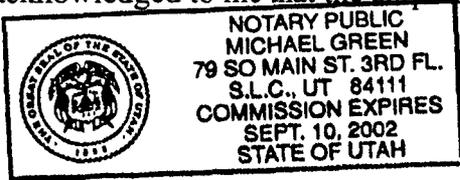
By: Jamie Mackay
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **3/15/99**

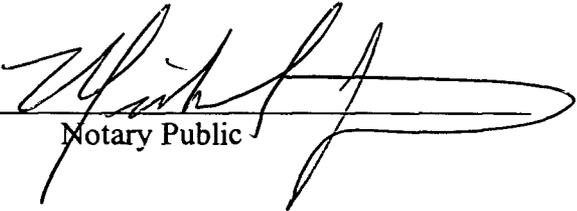
U.S. BANK TRUST NATIONAL ASSOCIATION
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 15th 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

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

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
FRDN	3017	PLCX	17029
KBSR	23821	USLX	20022
KBSR	26822	USLX	26087
PPU	5063	IAIS	5063
PPU	5064	IAIS	5064
PPU	5065	IAIS	5065
PPU	5066	IAIS	5066
PPU	5072	IAIS	5072
PPU	5073	IAIS	5073
PPU	5074	IAIS	5077
PPU	5076	IAIS	5076
PPU	5078	IAIS	5078
PPU	5079	IAIS	5079
PPU	5081	IAIS	5080