

*Counterparts - Quik.*

ALVORD AND ALVORD  
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20006-2973  
  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO

*16126-h,m*

APR 24 '98

11-25 AM

OF COUNSEL  
URBAN A. LESTER

April 24, 1998

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

APR 24 11 25 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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. 5 to Rail Trust 88-1, dated March 9, 1998, and Security Agreement and Trust Indenture to Rail Trust 88-1, Supplement No. 5, dated March 9, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16126.

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

Lease Supplement No. 5

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

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. 5

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: State Street Bank  
225 Franklin Street  
Boston, Massachusetts 02110

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

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

ROBERT W. ALVORD  
ALVORD AND ALVORD  
918 SIXTEENTH ST., NW., STE. 200  
WASHINGTON, DC., 20006-2973

DATE:4/24/98

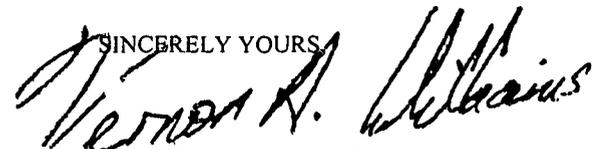
DEAR SIR:

THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON AT 4/24/98 , 11:25 AM

ASSIGNED RECORDATION NUMBER(S). 16126- L, 16126-M, 16127--P, 16127-Q, 16129-O, 16129-P, 16687-M,  
16687- N, 16688-Q AND 16688- R.

SINCERELY YOURS

  
VERNON A. WILLIAMS  
SECRETARY

ENCLOSURE(\*S)

260.00

\$-----THE AMOUNT INDICATED AT THE LEFT HAS BEEN RECEIVED IN PAYMENT OF A FEE IN CONNECTION WITH A DOCUMENT FILED ON THE DATE SHOWN. THIS RECEIPT IS ISSUED FOR THE AMOUNT PAID. IN THE EVENT OF AN ERROR OR ANY QUESTIONS CONCERNING THIS FEE, YOU WILL RECEIVE NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----  


RECORDATION NO. 16126-4 FILED

APR 24 '98

11-25 AM

**LEASE SUPPLEMENT NO. 5  
TO RAIL TRUST 88-1**

**LEASE SUPPLEMENT NO. 5** ("LEASE SUPPLEMENT NO. 5) between WILMINGTON TRUST COMPANY, a Delaware banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-1, 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 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16126; 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, 1997  
December 31, 1997.

3. This Lease Supplement No. 5 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 5, and any party hereto may execute this Lease Supplement No. 5 by signing one or more counterparts

**LESSOR:**

**WILMINGTON TRUST COMPANY**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 88-1

By:   
Name: Charlotte Paglia  
Title: Financial Services Officer  
Date: 3/9/98

**LESSEE:**

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

By:   
Name: Winston Lowe  
Title: Sr. Vice President  
Date: 4/21/98

**ACKNOWLEDGED BY:**

**STATE STREET BANK,**  
as Security Trustee

By: \_\_\_\_\_  
Name:  
Title:  
Date:

STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this 04th day of March, 1998, before me personally appeared  
CHARLOTTE PAGLIA, personally known to me to be the person who executed  
this instrument as Financial Services Officer WILMINGTON TRUST  
COMPANY., and acknowledged to me that the corporation executed it.

Patricia W. Zink  
Notary Public  
PATRICIA W. ZINK  
NOTARY PUBLIC  
My commission expires July 12, 1999

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 21st day of April, 1998, before me personally appeared  
Winston Lowe, personally known to me to be the person who executed  
this instrument as Sr. Vice President GE CAPITAL RAILCAR  
ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Ricki Knapp  
Notary Public

STATE OF MASSACHUSETTS )  
 ) SS BOSTON  
COUNTY OF SUFFOLK )



On this \_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared  
\_\_\_\_\_, personally known to me to be the person who executed  
this instrument as STATE STREET BANK, 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, 1997  
December 31, 1997.

3. This Lease Supplement No. 5 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 5, and any party hereto may execute this Lease Supplement No. 5 by signing one or more counterparts

**LESSOR:**

**WILMINGTON TRUST COMPANY**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 88-1

By: \_\_\_\_\_  
Name:  
Title:  
Date:

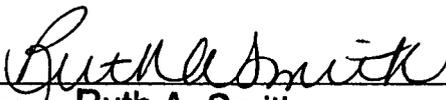
**LESSEE:**

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

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**ACKNOWLEDGED BY:**

**STATE STREET BANK,**  
as Security Trustee

By:   
Name: Ruth A. Smith  
Title: Vice President  
Date: 3/6/98

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE ) SS

On this \_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS

On this \_\_\_ day of \_\_\_\_\_, 1998, 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 MASSACHUSETTS )  
 )  
COUNTY OF SUFFOLK ) SS BOSTON

On this 6<sup>th</sup> day of March, 1998, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed this instrument as STATE STREET BANK, and acknowledged to me that the corporation executed it.

ROSE MARIE MOGAURO  
Notary Public  
My Commission Expires January 14, 2005

\_\_\_\_\_  
*Rose Marie Mogauro*  
Notary Public

**SCHEDULE A**

<u>OLD MARK</u>	<u>OLD NUMBER</u>	<u>NEW MARK</u>	<u>NEW NUMBER</u>
ECUX	046757	PLCX	046757