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

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1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

RECORDATION NO. 16127 FILED 1425
JUL 17 1995 - 1 00 PM
INTERSTATE COMMERCE COMMISSION
TELECOPIER: (202) 371-0900

OFFICE: (202) 371-9500

July 17, 1995

Recordation No. 16127-H, I, and J

\$63.00 filing fee

Dear Mr. Williams:

On behalf of Wilmington Trust Company, 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. 3 and is to be recorded under Recordation No. 16127-H. The second of the three documents is entitled Lease Supplement No. 4 and is to be recorded under Recordation No. 16127-I. The third of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16127-J. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

- Wilmington Trust Company - OWNER TRUSTEE/LESSOR
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890
- GE Capital Railcar Associates, Inc. - LESSEE
33 West Monroe
Chicago, IL 60603

LICENSING BRANCH
JUL 17 1 22 PM '95
RECEIVED
OFFICE OF THE
SECRETARY

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 15, 1988 now between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16127.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

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

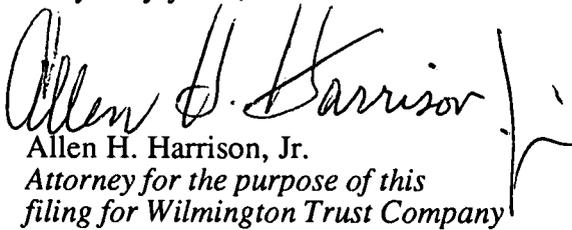
"Change of identification numbers for some units in Equipment Lease Agreement under 16127."

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

Counterparts of H, I, and J

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 Wilmington Trust Company*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

8310-020
BY HAND



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/17/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue, NW, Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 1:30PM, and assigned recordation number(s). 16127-H, I, and J, 16127-K, L, and M, 16129-I, J, and K, 16129-L, M, and N.

Sincerely yours,

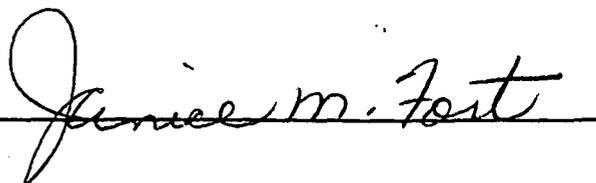

Vernon A. Williams
Secretary

Enclosure(s)

(0100695006)
(0100695007)
(0100695008)
(0100695009)

\$ 252.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



16127-H

RECORDATION NO. 16127-H
FILED 1425

JUL 17 1995 - 1 30 PM

LEASE SUPPLEMENT NO. 3

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3 ("LEASE SUPPLEMENT NO. 3") dated as of February 1, 1995, 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. 88-2, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor nine hundred fifteen (915) 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. 16127; 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 June 1, 1992 to December 31, 1992.

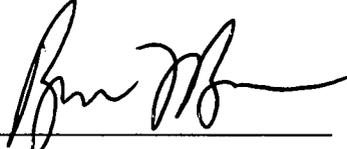
LESSOR:

WILMINGTON TRUST COMPANY
not in its individual capacity but
solely as Owner Trustee under Rail
Trust No. 88-2

By _____

Name:

Title:


BRUCE L. BISSON
VICE PRESIDENT

LESSEE

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

By _____

Name: Robert H. Tucker

Title: Executive Vice President

ACKNOWLEDGED BY:

STATE STREET BANK & TRUST COMPANY
as Security Trustee

By _____

Name: Ruth A. Smith

Title: Assistant Vice President

STATE OF DELAWARE)
) SS.
COUNTY OF ~~SALT LAKE~~ New Castle

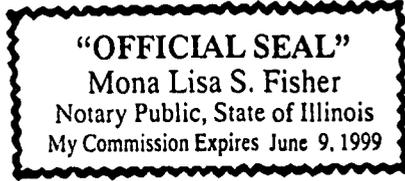
On this 15 day of May, 1995, before me personally appeared Bruce D. Bissong, personally known to me to be the person who executed this instrument as a VP of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

Denise M. Geran
Notary Public

DENISE M. GERAN
NOTARY PUBLIC
My Commission Expires February 16, 1999

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 this 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 MASSACHUSETTS)
) SS.
COUNTY OF SUFFOLK)

On this 12th day of July, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed this instrument as an Assistant Vice President of STATE STREET BANK & TRUST COMPANY, and acknowledged to me that the corporation executed it.

Ruth A. Smith
Notary Public
My Commission expires 7/8/99

LEASE SUPPLEMENT NO. 3
TO RAIL TRUST NO. 88-2

SCHEDULE A

Remarks for Period 6/1/92 - 12/31/92

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
HS	020019	TCWR	020019
HS	020094	TCWR	020094
HS	020095	TCWR	020095
HS	020096	TCWR	020096
HS	020097	TCWR	020097
HS	020098	TCWR	020098
HS	020100	TCWR	020100
HS	020101	TCWR	020101
HS	020103	TCWR	020103
HS	020105	TCWR	020105
PLCX	012046	HS	020288
PLCX	026519	HESR	253457
PLCX	026520	HESR	253491
PLCX	026560	HESR	253474
UTCX	043839	PLCX	026538
PLCX	013557	HS	020212
PLCX	013578	HS	020218

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST 88-2

SCHEDULE A (Continued)
Remarks for Period 6/1/92 - 12/31/92

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
PLCX	013582	HS	020219
PLCX	013590	HS	020222
PLCX	013597	HS	001401
PLCX	013600	HS	020225
PLCX	013602	HS	020226
PLCX	013617	HS	020231
PLCX	013635	HS	001102
PLCX	013643	HS	020239
PLCX	013645	IA	043327
PLCX	013680	IA	043340
PLCX	013694	HS	020248
PLCX	013706	IA	043345
PLCX	013728	HS	020261
PLCX	013753	HS	001403
PLCX	013758	HS	020270
PLCX	013771	HS	001404
PLCX	013811	HS	001405
PLCX	013824	HS	001406

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST 88-2

SCHEDULE A (Continued)
Remarks for Period 6/1/92 - 12/31/92

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
PLCX	013818	HS	020274
PLCX	013868	HS	020275
PLCX	013886	HS	020278