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RECORDATION NO. 16127-H, I, J
FILED 1425
JUL 17 1995 - 1 30 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

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OFFICE OF THE
SECRETARY
JUL 17 1 22 PM '95
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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:

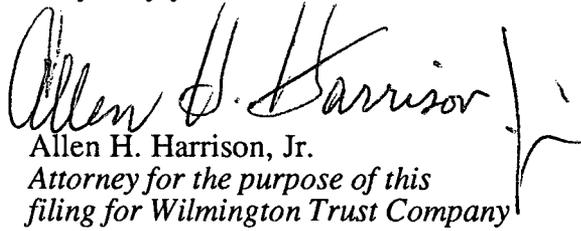
"Change of identification numbers for some units in Equipment Lease Agreement under 16127."

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

Counterparts - 4 of same

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

16127-J

RECORDATION NO. 16127-5
FILED 1425
JUL 17 1995 1:30 PM

LEASE SUPPLEMENT NO. 5

LEASE SUPPLEMENT NO. 5 ("LEASE SUPPLEMENT NO. 5") 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, as supplemented (as supplemented, the "Equipment Lease") dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") 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 January 1, 1994 - December 31, 1994.

LESSOR:

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

By 
Name: **BRUCE L. BISSON**
Title: **VICE PRESIDENT**

LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to IteI
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 NEW CASTLE)

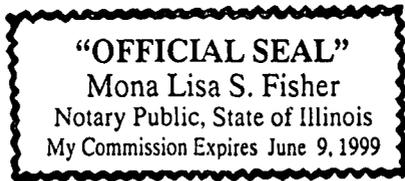
On this 15 day of May, 1995, before me personally appeared Bruce L. Brisson, personally known to me to be the person who executed the within instrument as a VP of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

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 the within instrument as ~~X~~ Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



M. Fisher

Notary Public

STATE OF MASSACUSETTS)
) SS.
COUNTY OF SUFFOLK)

On this 11th day of July, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as a 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. 5
TO RAIL TRUST NO. 88-2

SCHEDULE A

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

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	023000	ITLX	023000
PLCX	012911	MMRO	012911
PLCX	026514	MMRO	026514
PLCX	026537	MMRO	026537
PLCX	026577	MMRO	026577
PLCX	026579	MMRO	026579
PLCX	026582	MMRO	026582
PLCX	026584	MMRO	026584
PLCX	028333	MMRO	028333
PLCX	028349	MMRO	028349
PLCX	028351	MMRO	028351
PLCX	028383	MMRO	028383
PLCX	028412	MMRO	028412
UTCX	045581	PLCX	013564
UTCX	045591	PLCX	013574
UTCX	045613	PLCX	013594
UTCX	045705	PLCX	013677

LEASE SUPPLEMENT NO. 5
TO ITEL RAIL TRUST NO. 88-2

SCHEDULE A (Continued)
For Period 01/01/94 - 12/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
UTCX	045720	PLCX	013692
UTCX	045542	PLCX	013531
UTCX	045578	PLCX	013561
UTCX	045617	PLCX	013598
UTCX	045751	PLCX	013715
UTCX	045794	PLCX	013756
HS	001848	PLCX	026506
HS	001849	PLCX	026508
HS	001850	PLCX	026515
HS	001851	PLCX	026516
HS	001852	PLCX	026535
PLCX	026501	DSRC	026501
PLCX	026521	DSRC	026521
PLCX	026548	DSRC	026548
UTCX	045768	PLCX	013730
UTCX	045789	PLCX	013751