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RECORDATION NO. 16127-K, L, M FILED 1995

JUL 17 1995 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

TELECOPIER: (202) 371-0900

July 17, 1995

~~RECORDATION NO. FILED 1995
JUL 17 1995 - 1 20 PM~~

Recordation No. 16127-K, L, and M

~~INTERSTATE COMMERCE COMMISSION~~

LICENSING BRANCH

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

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 Security Agreement and Trust Indenture Supplement No. 3 and is to be recorded under Recordation No. 16127-K. The second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 4 and is to be recorded under Recordation No. 16127-L. The third of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 5 and is to be recorded under Recordation No. 16127-M. 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/SECURED PARTY
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

State Street Bank and Trust Company - SECURITY TRUSTEE/DEBTOR
225 Franklin Street
Boston, MA 02101

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 15, 1988 between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16127-B.

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:

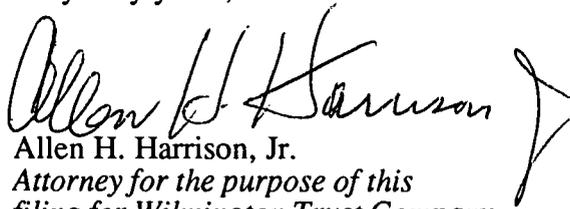
"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16127-B."

3 counterparts - Addendum

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

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-K

RECORDATION NO. 16127-K FILED 1625

JUL 17 1995 -1 30 PM

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 3**

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 3 ("TRUST INDENTURE SUPPLEMENT NO. 3") dated as of February 1, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 88-2, and STATE STREET BANK AND TRUST COMPANY (the "Security Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture ("Trust Indenture") as supplemented, dated as of December 15, 1988, between Owner Trustee and Indenture Trustee, 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-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of Itel Rail Corporation, nine hundred fifteen (915) units of railroad equipment pursuant to an Equipment Lease Agreement (the "Lease") as supplemented, dated as of December 15, 1988 between the Owner Trustee, as Lessor, and the 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, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the 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 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 June 1, 1992 - December 31, 1992.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

WILMINGTON TRUST COMPANY
not individually but solely as Owner
Trustee under
Rail Trust No. 88-2

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

**STATE STREET BANK AND TRUST
COMPANY**
Security Trustee under Rail Trust No. 88-2

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 V. Began, 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

STATE OF MASSACHUSETTS) **My Commission Expires February 16, 1999**
) SS.
COUNTY OF SUFFOLK)

On this 7th day of June, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as an Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Daniel Golden
Notary Public

DANIEL GOLDEN
Notary Public
My Commission Expires June 26, 1998

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 3
TO RAIL TRUST NO. 88-2**

SCHEDULE A

Remarks for Period 6/1/92 to 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

SECURITY AND TRUST INDENTURE 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

SECURITY AND TRUST INDENTURE 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	013824	HS	001406
PLCX	013818	HS	020274
PLCX	013868	HS	020275
PLCX	013886	HS	020278