

RECORDATION NO. 16127-P, Q FILED

APR 24 '98 11-25AM

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OF COUNSEL
URBAN A. LESTER

Handwritten notes:
Pants
Guth

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. 8 to Rail Trust 88-2, dated March 26, 1998, and Security Agreement and Trust Indenture to Rail Trust 88-2, Supplement No. 8, dated March 26, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16127.

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

Lease Supplement No. 8

- 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. 8

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
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-----

Jessie M. Fort

APR 24 '98

11-25AM

**LEASE SUPPLEMENT NO. 8
TO RAIL TRUST 88-2**

LEASE SUPPLEMENT NO. 8 (“LEASE SUPPLEMENT NO. 8) 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 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. 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, 1997
December 31, 1997.

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

LESSOR:

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

By: 
Name: Charlotte Paglia
Title: Financial Services Officer
Date: 3/26/98

LESSEE:

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

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

ACKNOWLEDGED BY:

STATE STREET BANK,
as Security Trustee

By: _____
Name:
Title:
Date:

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS

On this 26 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)
)
COUNTY OF COOK) SS

On this 21st day of April, 1998, before me personally appeared Winston I. 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)
)
COUNTY OF SUFFOLK) SS BOSTON

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

LESSOR:

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

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: *Ruth A. Smith*
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

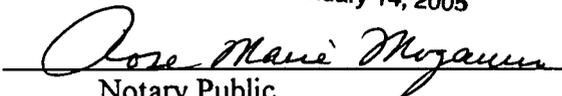
On this ___ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK) SS BOSTON

On this 6th 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



Notary Public

SCHEDULE A

<u>OLD MARK</u>	<u>OLD NUMBER</u>	<u>NEW MARK</u>	<u>NEW NUMBER</u>
DSRC	026521	PLCX	026521
DSRC	026548	PLCX	026548
IAIS	043327	PLCX	013645
IAIS	043340	PLCX	013680
IAIS	043345	PLCX	013706
PLCX	026517	DME	006061
PLCX	026518	DME	006063
PLCX	026523	DME	006066
PLCX	026525	DME	006137
PLCX	026528	DME	006067
PLCX	026550	DME	006068
PLCX	026562	DME	006133
PLCX	026564	DME	006069
PLCX	026580	DME	006142
PLCX	026589	DME	006017
PLCX	026591	DME	006075
UTCX	043751	PLCX	025921