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

RECORDATION NO. 16128-H, I, J FILED 14

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

FEB 2, 1996 - 11:00 AM

OFFICE: (202) 371-9500

INTERSTATE COMMERCE COMMISSION TELECOPIER (202) 371-0900

February 2, 1996

Recordation No. 16128-H, I, and J

RECEIVED
FEB 2 11 29 AM '96
OFFICE OF SECRETARY
ICC

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable 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. 16128-H. The second of the three documents is entitled Lease Supplement No. 4 and is to be recorded under Recordation No. 16128-I. The third of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16128-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, DE 19890

GE Capital Railcar Associates, Inc. — LESSEE
33 West Monroe
Chicago, IL 60603

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 16128.

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

Counterparts - W. Williams

Page 2

Honorable Vernon A. Williams
February 2, 1996

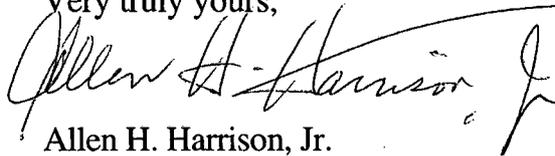
A short summary for each of the three Supplements to appear in the Index of the Surface Transportation Board is as follows:

"Change of identification numbers for some units in Equipment Lease Agreement under 16128."

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 Surface Transportation Board 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
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8310-020



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

2/2/96

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
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 2/2/96 at 11:35AM, and assigned recordation number(s). 16128-H, I, J, K, L and M.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$126.00 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

16128-H

RECORDATION NO. 16128-H
FILED 1425
FEB 2 1996 11:35 AM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3

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. 88-3, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor seven hundred eighty-three (783) 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. 16128; 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:

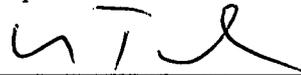
WILMINGTON TRUST COMPANY
not in its individual capacity but
solely as Owner Trustee under Rail
Trust No. 88-3

By 

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

LESSEE

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

By 

Name:
Title:

ACKNOWLEDGED BY:

STATE STREET BANK AND TRUST COMPANY,
as Security Trustee

By: 

Name: Ruth A. Smith
Title: Assistant Vice President

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

On this 16 day of May, 1995, before me personally appeared Bruce D. Bissone 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 _____ day of -----, 1995, before me personally appeared _____, personally known to me to be the person who executed the within instrument as a _____ of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

On this _____ day of -----, 1995, before me personally appeared _____, personally known to me to be the person who executed the within instrument as a _____ of THE CONNECTICUT BANK & TRUST, NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

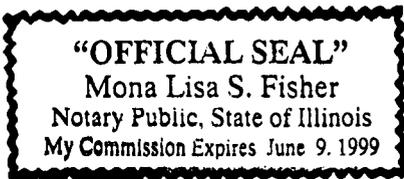
STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

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

Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 22nd day of January, 1996, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within 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 29th day of January 1996, before me personally appeared RUTH A SMITH, personally known to me to be the person who executed the within instrument as Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Cecil A. Gilbert

Notary Public CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002

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

SCHEDULE A

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

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480701	ITLX	040501
BN	480702	ITLX	040502
BN	480703	ITLX	040503
BN	480704	ITLX	040504
BN	480705	ITLX	040505
BN	480706	ITLX	040506
BN	480707	ITLX	040507
BN	480708	ITLX	040508
BN	480709	IC	769300
BN	480710	IC	769301
BN	480711	IC	769302
BN	480712	IC	769303
BN	480713	IC	769304
BN	480714	IC	769305
BN	480715	IC	769306
BN	480716	IC	769307
BN	480717	IC	769308

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

SCHEDULE A (Continued)
Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480719	IC	769309
BN	480720	IC	769310
BN	480721	IC	769311
BN	480722	IC	769312
BN	480723	IC	769313
BN	480724	IC	769314
BN	480725	IC	769315
BN	480726	IC	769316
BN	480727	IC	769317
BN	480728	IC	769318
BN	480729	IC	769319
BN	480730	IC	769320
BN	480731	IC	769321
BN	480732	IC	769322
BN	480733	IC	769323
BN	480734	IC	769324
BN	480735	IC	769325

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

SCHEDULE A (Continued)

Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480736	IC	769326
BN	480737	IC	769327
BN	480738	IC	769328
BN	480739	IC	769329
BN	480741	ITLX	040509
BN	480742	ITLX	040510
BN	480744	ITLX	040512
BN	480745	ITLX	040513
BN	480746	ITLX	040514
BN	480747	ITLX	040515
BN	480748	ITLX	040516
BN	480749	ITLX	040517
BN	480750	ITLX	040518
BN	480751	ITLX	040519
BN	480753	ITLX	040520
BN	480754	ITLX	040521
BN	480755	ITLX	040522
BN	480756	ITLX	040523

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

SCHEDULE A (Continued)

Remarks for Period June 1, 1992 - December 31, 1992

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480757	ITLX	040524
BN	480758	ITLX	040525
BN	480759	ITLX	040526
GSOR	008323	HS	023081
IAIS	045322	IAIS	043322
PLCX	012610	HS	001400
PLCX	025599	HS	001407
PLCX	025601	HESR	253486
PLCX	025622	BRG	000116