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February 2, 1996

16128-  
H I J

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FEB 2 11 29 AM '96  
OFFICE OF SECRETARY

Recordation No. 16128-H, I, and J

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.

Page 2

Honorable Vernon A. Williams  
February 2, 1996

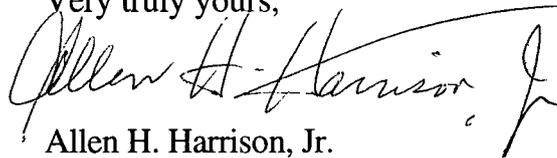
A short summary for each of the three Supplements to appear in the Index of the Surface Transportation Board is as follows:

"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

16128-J

RECORDATION NO. 16128-5 FILED 1425

FEB 2 1996 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

**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. 88-3, 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

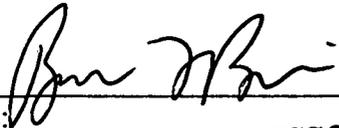
**WHEREAS**, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

**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 January 1, 1994 to December 31, 1994.

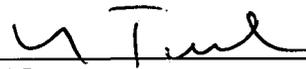
**LESSOR:**

**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 L. Besson, 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.

  
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

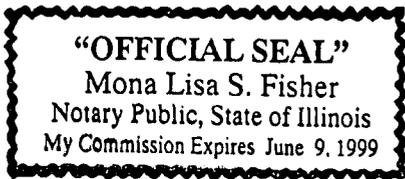
STATE OF DELAWARE )  
 ) SS.  
COUNTY OF NEW CASTLE )

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.



*[Signature]*  
\_\_\_\_\_  
Notary Public

STATE OF MASSACHUSETTS )  
 ) SS.  
COUNTY OF SUFFOLK )

On this 29<sup>th</sup> 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.

*[Signature]*  
\_\_\_\_\_  
Notary Public CECIL A. GILBERT  
Notary Public  
My Commission Expires July 12, 2002

LEASE SUPPLEMENT NO. 5  
TO RAIL TRUST NO. 88-3

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>
ITLX	040686	KYLE	040686
PLCX	013893	MMRR	013893
PLCX	025598	MMRR	025598
PLCX	025613	MMRR	025613
UTCX	043425	PLCX	026655
WCTR	008537	ITLX	040646
WCTR	043105	ITLX	040653
WCTR	043374	ITLX	040671
WCTR	043377	ITLX	040672
WCTR	043483	ITLX	040677
WCTR	043513	ITLX	040682
WCTR	043584	ITLX	040696
WCTR	044950	ITLX	040720
WCTR	045212	ITLX	040726
WCTR	045217	ITLX	040727
PLCX	012601	KYLE	012601
WCTR	043168	ITLX	040656
WCTR	043191	ITLX	040657

LEASE SUPPLEMENT NO. 5  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (continued)  
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>
WCTR	043194	ITLX	040658
WCTR	009001	KWT	009001
WCTR	009002	KWT	009002
WCTR	009003	KWT	009003
WCTR	009004	KWT	009004
WCTR	009005	KWT	009005
WCTR	009006	KWT	009006
WCTR	009007	KWT	009007
WCTR	009008	KWT	009008
WCTR	009009	KWT	009009
WCTR	009010	KWT	009010
WCTR	009011	KWT	009011
WCTR	009012	KWT	009012
WCTR	009013	KWT	009013
WCTR	009014	KWT	009014
WCTR	009015	KWT	009015
WCTR	009016	KWT	009016

LEASE SUPPLEMENT NO. 5  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (continued)  
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>
WCTR	009017	KWT	009017
WCTR	009018	KWT	009018
WCTR	009019	KWT	009019
WCTR	009021	KWT	009021
WCTR	009022	KWT	009022
WCTR	009023	KWT	009023
WCTR	009024	KWT	009024
WCTR	009025	KWT	009025
WCTR	009028	KWT	009028
WCTR	009029	KWT	009029
WCTR	009030	KWT	009030
WCTR	009031	KWT	009031
WCTR	009033	KWT	009033
WCTR	009034	KWT	009034
WCTR	009035	KWT	009035
WCTR	009036	KWT	009036
WCTR	009037	KWT	009037
WCTR	009038	KWT	009038

LEASE SUPPLEMENT NO. 5  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (continued)  
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>
WCTR	009040	KWT	009040
WCTR	009041	KWT	009041
WCTR	009042	KWT	009042
WCTR	009043	KWT	009043
WCTR	009044	KWT	009044
WCTR	009045	KWT	009045
WCTR	009046	KWT	009046
WCTR	009047	KWT	009047
WCTR	009049	KWT	009049
HS	001861	PLCX	012434
WCTR	009032	KWT	009032
WCTR	009048	KWT	009048
HS	001857	PLCX	012615
HS	001873	PLCX	025608
PLCX	012616	CC	005073