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16128-K, L, M

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

RECORDATION NO. 16128-K, L, M FILED 1425

FEB 2 1996 -11 30 AM

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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February 2, 1996

Recordation No. 16128-K, L, and M

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 Security Agreement and Trust Indenture Supplement No. 3 and is to be recorded under Recordation No. 16128-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. 16128-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. 16128-M. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

Counterparts - A Kanner

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 16128-B.

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

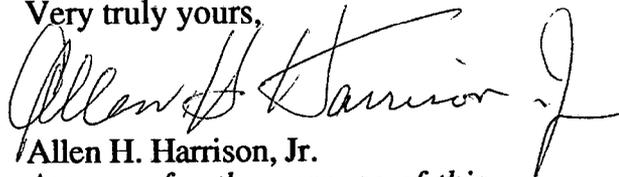
A short summary for each of the three Supplements to appear in the Index of the Surface Transportation Board is as follows:

"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16128-B."

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

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INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 4**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 4** ("TRUST INDENTURE SUPPLEMENT NO. 4") 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. 88-3, and the STATE STREET BANK AND TRUST COMPANY (the "Security Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, (the "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. 16128-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, seven hundred eighty-three (783) 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. 16128 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

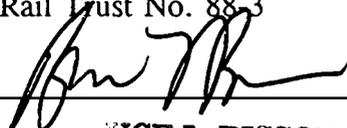
**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in 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 January 1, 1993 - December 31, 1993.

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. 88-3

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

**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. Bissor, 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 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 COMPANY, NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

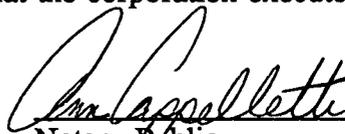
STATE OF DELAWARE )  
 ) SS.  
COUNTY OF NEW CASTLE )

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 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 a Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed the foregoing instrument.

  
\_\_\_\_\_  
Notary Public  
*MY Commission expires 7/8/99*

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 4  
TO RAIL TRUST NO. 88-3**

**SCHEDULE A**

**Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	480743	ILCX	040511
WCTR	008539	ITLX	040648
WCTR	043461	ITLX	040674
WCTR	043573	ITLX	040694
WCTR	043592	ITLX	040698
WCTR	043604	ITLX	040702
WCTR	043635	ITLX	040708
WCTR	043792	ITLX	040717
WCTR	045173	ITLX	040724
WCTR	045240	ITLX	040729
WCTR	045303	ITLX	040738
WCTR	043102	ITLX	040652
WCTR	043208	ITLX	040666

SECURITY SUPPLEMENT NO. 4  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (Continued)  
Remarks for Period 1/1/93 - 12/31/93

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
BN	080700	ITLX	040500
PLXC	025595	DME	025595
WCTR	043204	ITLX	040663
WCTR	043372	ITLX	040670
WCTR	043490	ITLX	040678
WCTR	043514	ITLX	040683
WCTR	043589	ITLX	040697
WCTR	043596	ITLX	040699
WCTR	043663	ITLX	040714
WCTR	045176	ITLX	040725
WCTR	043094	ITLX	040650
WCTR	043164	ITLX	040655
WCTR	043195	ITLX	040659
WCTR	043199	ITLX	040661
WCTR	043209	ITLX	040667

SECURITY SUPPLEMENT NO. 4  
TO ITEL RAIL TRUST 88-3

SCHEDULE A (Continued)  
Remarks for Period 1/1/93 - 13/31/93

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
WCTR	008534	ITLX	040643
WCTR	008536	ITLX	040645
WCTR	008538	ITLX	040647
WCTR	043100	ITLX	040651
WCTR	043207	ITLX	040665
WCTR	043382	ITLX	040673
WCTR	043462	ITLX	040675
WCTR	043477	ITLX	040676
WCTR	045305	ITLX	040680
WCTR	043506	ITLX	040681
WCTR	043529	ITLX	040687
WCTR	043564	ITLX	040692
WCTR	043597	ITLX	040700
WCTR	043598	ITLX	040701
WCTR	043621	ITLX	040704
WCTR	043622	ITLX	040705
WCTR	043626	ITLX	040706
WCTR	043647	ITLX	040710

SECURITY SUPPLEMENT NO. 4  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (Continued)  
Remarks for Period 1/1/93 - 12/31/93

WCTR	043661	ITLX	040713
WCTR	043727	ITLX	040715
WCTR	043790	ITLX	040716
WCTR	045146	ITLX	040721
WCTR	045158	ITLX	040722
WCTR	045220	ITLX	040728
WCTR	045252	ITLX	040730
WCTR	045253	ITLX	040731
WCTR	045254	ITLX	040732
WCTR	045255	ITLX	040733
WCTR	045257	ITLX	040734
WCTR	045272	ITLX	040737
WCTR	043080	ITLX	040649
WCTR	043200	ITLX	040662
WCTR	043206	ITLX	040664

SECURITY SUPPLEMENT NO. 4  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (Continued)  
Remarks for Period 1/1/93 - 12/31/93

PLCX	012739	KSW	004011
PLCX	025517	KYLE	025517
PLCX	025961	KYLE	025961
WCTR	008531	ITLX	040640
WCTR	008535	ITLX	040644
WCTR	043114	ITLX	040654
WCTR	043370	ITLX	040669
WCTR	043499	ITLX	040679
WCTR	043528	ITLX	040686
WCTR	043540	ITLX	040690
WCTR	043558	ITLX	040691
WCTR	043565	ITLX	040693
WCTR	043581	ITLX	040695
WCTR	043607	ITLX	040703
WCTR	043631	ITLX	040707
WCTR	043656	ITLX	040712
WCTR	043797	ITLX	040718
WCTR	043994	ITLX	040719

SECURITY SUPPLEMENT NO. 4  
TO ITEL RAIL TRUST NO. 88-3

SCHEDULE A (Continued)  
Remarks for Period 1/1/93 - 12/31/93

WCTR	045169	ITLX	040723
PLCX	012591	KYLE	012591
PLCX	012595	KYLE	012595
PLCX	012599	KYLE	012599
PLCX	012606	KYLE	012606
PLCX	012617	KYLE	012617
PLCX	012621	KYLE	012621
PLCX	012624	KYLE	012624