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16128-K, L, M

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

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.

Counterparts - A Kanner

Page 2

Honorable Vernon A. Williams
February 2, 1996

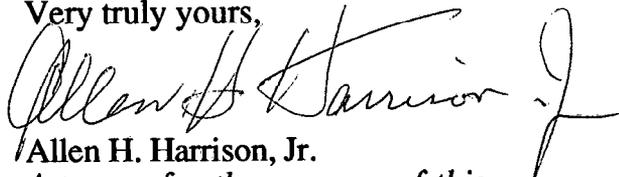
A short summary for each of the three Supplements to appear in the Index of the Surface Transportation Board is as follows:

"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

8310-020

16128-M
16128-M
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INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 5**

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 5
("TRUST INDENTURE SUPPLEMENT NO. 5") 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

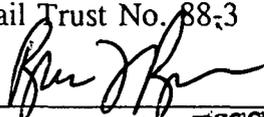
WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic 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, 1994 - December 31, 1994.

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 D. Bisson, 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

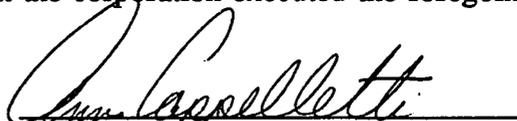
STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

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 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 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. 5
TO RAIL TRUST NO. 88-3**

SCHEDULE A

Remarks for Period 1/1/94 to 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

SECURITY 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	043191	ITLX	040657
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