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RECORDATION NO. 16129-I, J, & K FILED 1995

July 17, 1995

JUL 17 1995 - 1 20 PM

Recordation No. 16129-I, J, and K INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated 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. 16129-I. The second of the three documents is entitled Lease Supplement No. 4 and is to be recorded under Recordation No. 16129-J. The third of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16129-K. 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, Delaware 19890
- GE Capital Railcar Associates, Inc. - LESSEE  
33 West Monroe  
Chicago, IL 60603

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUL 17 1 22 PM '95  
LICENSING BRANCH

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 16129.

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

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

"Change of identification numbers for some units in Equipment Lease Agreement under 16129."

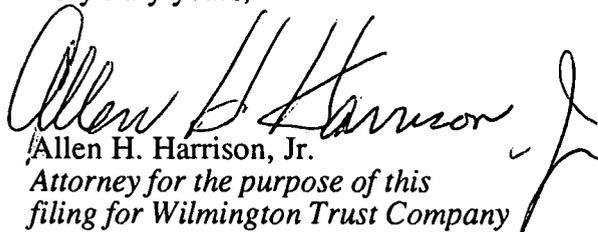
Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

*Counterparts - 3 Documents*

TV

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 ICC 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  
Interstate Commerce Commission  
Washington, D.C. 20423

*Enclosures*

8310-020  
BY HAND

16129-I

RECORDATION NO. 16129-I FILED 1425  
JUL 17 1995 - 1 30 PM  
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. 88-4, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

**WHEREAS**, Lessee leased from Lessor eight hundred ninety-eight (898) 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. 16129; 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:**

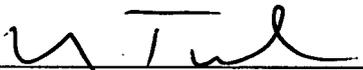
**WILMINGTON TRUST COMPANY**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 88-4

By 

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

**LESSEE**

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

By 

Name: Robert H. Tucker  
Title: Executive Vice President

**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 )

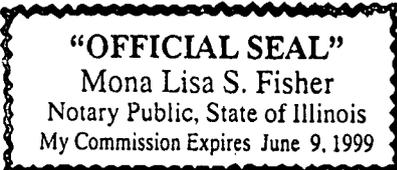
On this 15 day of May, 1995, before me personally appeared Bruce L. Bisson, personally known to me to be the person who executed the within instrument as a Vice President of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

MARY T. ALLIN  
NOTARY PUBLIC  
My Commission expires August 16, 1995

Mary T. Allin  
Notary Public

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 7th day of July, 1995, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within instrument as a Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



[Signature]  
Notary Public

STATE OF MASSACUSETTS )  
 ) SS.  
COUNTY OF SUFFOLK )

On this 17th day of July, 1995, 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 & TRUST COMPANY, and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public  
My Commission expires 7/8/99

LEASE SUPPLEMENT NO. 3  
TO RAIL TRUST NO. 88-4

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>
GSOR	008322	HS	023080
GSOR	008324	HS	023082
GSOR	008333	HS	023091
GSOR	008335	HS	023093
GSOR	008336	HS	023094
GSOR	008337	HS	023095
GSOR	008338	HS	023096
GSOR	008339	HS	023097
GSOR	008340	HS	023098
GSOR	008341	HS	023099
GSOR	008342	HS	023100
GSOR	008343	HS	023101
HS	020009	TCWR	020009
HS	020091	HS	001417
PLCX	012750	KSSR	012750
PLCX	013900	HS	020290
PLCX	013918	HS	020291