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20006-2973

OF COUNSEL  
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April 6, 1999

RECORDATION NO. 16129-Q, R

FILED

APR 6 '99

3-15 PM

*W.A.*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Rail Trust No. 88-4

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 8 to Rail Trust 88-4, dated April 5, 1999, and Security Agreement and Trust Indenture to Rail Trust 88-4, Supplement No. 9, dated March 18, 1999.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16129.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 8

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: GE Capital Railcar Associates, Inc.  
33 West Monroe Street  
Chicago, Illinois 60603

Mr. Vernon A. Williams  
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Security Agreement and Trust Indenture  
Supplement No. 9

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO.

16129-9  
FILED

**LEASE SUPPLEMENT NO. 8  
TO RAIL TRUST 88-4**

APR 6 '99

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**LEASE SUPPLEMENT NO. 8** (“LEASE SUPPLEMENT NO. 8) 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 certain units of railroad equipment pursuant to an Equipment Lease Agreement (the “Equipment Lease”) as supplemented, dated as of December 15, 1988, between Lessor and 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. 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.

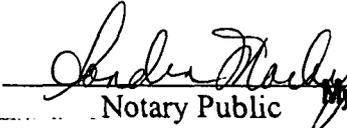
**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.



STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this 18<sup>th</sup> day of March, 1999, before me personally appeared **CHARLOTTE PAGLIA**, personally known to me to be the person who executed this instrument as **Financial Services Officer** WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

  
Notary Public **SANDRA ANN MACKEY**  
NOTARY PUBLIC  
My Commission Expires February 13, 2000

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

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

STATE OF MASSACHUSETTS )  
 ) SS BOSTON  
COUNTY OF SUFFOLK )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

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

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, 1998  
December 31, 1998.

3. This Lease Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 8, and any party hereto may execute this Lease Supplement No. 8 by signing one or more counterparts

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

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**LESSEE:** **GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to IteL Rail Corporation

By:  \_\_\_\_\_  
Name: Cheryl A. Felts  
Title: Executive Vice President  
Date: 4/5/99

**ACKNOWLEDGED BY:**

**STATE STREET BANK AND TRUST COMPANY,**  
as Security Trustee

By: \_\_\_\_\_  
Name:  
Title:  
Date:

STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

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

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 5<sup>th</sup> day of April, 1999, before me personally appeared Cheryl A. Feltgen, personally known to me to be the person who executed this instrument as Executive Vice President GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Ricki Knapp  
Notary Public

STATE OF MASSACHUSETTS )  
 ) SS BOSTON  
COUNTY OF SUFFOLK )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

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

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, 1998  
December 31, 1998.

3. This Lease Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 8, and any party hereto may execute this Lease Supplement No. 8 by signing one or more counterparts

**LESSOR:**

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

By: \_\_\_\_\_  
Name:  
Title:  
Date:

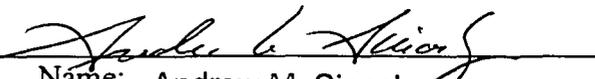
**LESSEE:**

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

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**ACKNOWLEDGED BY:**

**STATE STREET BANK AND TRUST COMPANY,**  
as Security Trustee

By:   
Name: Andrew M. Sinasky  
Title: Assistant Vice President  
Date: 3/10/99

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE ) SS

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

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

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

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

STATE OF MASSACHUSETTS )  
 )  
COUNTY OF SUFFOLK ) SS BOSTON

On this 18<sup>th</sup> day of March, 1999, before me personally appeared Andrew M. Szymanski, personally known to me to be the person who executed this instrument as STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Ann Appelletti  
\_\_\_\_\_  
Notary Public

My Commission expires 7/8/99

**SCHEDULE A**  
**CAR MARK CHANGES 1/1/98-12/31/98**

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
DSRC	12011	PLCX	12011
HS	1417	ITLX	20091
HS	1625	PLCX	13941
HS	23037	KBSR	488084
PLCX	12017	DME	12017
PLCX	12086	DME	12086
PLCX	12088	DME	12088
PLCX	12090	KBSR	488034
PLCX	12093	DME	12093
PLCX	12094	DME	12094
PLCX	12095	DME	12095
PLCX	12096	KBSR	488035
PLCX	12098	DME	12098
PLCX	12099	KBSR	488000
PLCX	12100	DME	12100
PLCX	12102	DME	12102
PLCX	12104	DME	12104
PLCX	12108	DME	12108
PLCX	12109	KBSR	488036
PLCX	12120	DME	12120
PLCX	12130	DME	12130
PLCX	12139	DME	12139
PLCX	12152	DME	12152
PLCX	12435	DME	12435
PLCX	12517	KYLE	12517
PLCX	12518	KYLE	12518
PLCX	12519	KYLE	12519
PLCX	12520	KBSR	488037
PLCX	12521	HS	23159
PLCX	12523	DME	12523
PLCX	12524	KBSR	488038
PLCX	12525	HS	23165
PLCX	12526	DME	12526
PLCX	12527	DME	12527
PLCX	12530	KBSR	488039
PLCX	12532	KBSR	488001
PLCX	12533	KBSR	488040
PLCX	12534	KBSR	488041
PLCX	12536	DME	12536
PLCX	12538	KBSR	488042
PLCX	12540	KBSR	488043
PLCX	12542	HS	23150
PLCX	12544	IAIS	7512
PLCX	12545	KBSR	48044

**SCHEDULE A**  
**CAR MARK CHANGES 1/1/98-12/31/98**

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
PLCX	12547	HS	23151
PLCX	12549	KBSR	488045
PLCX	12551	DME	12551
PLCX	12553	DME	12553
PLCX	12556	KYLE	12556
PLCX	12557	DME	12557
PLCX	12559	KYLE	12559
PLCX	12560	SMRR	12560
PLCX	12561	DME	12561
PLCX	12562	DME	12562
PLCX	12563	DME	12563
PLCX	12633	DME	12633
PLCX	12634	DME	12634
PLCX	12636	DME	12636
PLCX	12637	DME	12637
PLCX	12639	DME	12639
PLCX	12642	DME	12642
PLCX	12644	IAIS	7633
PLCX	12646	KYLE	12646
PLCX	12648	IAIS	7639
PLCX	12659	KYLE	12659
PLCX	12753	SMRR	12753
PLCX	12757	DME	12757
PLCX	13898	IAIS	7610
PLCX	13964	IAIS	7655
PLCX	25674	DME	25674
PLCX	12005	DME	12005
PLCX	12541	KYLE	12541