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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

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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

SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 88-4

SUPPLEMENT NO. 9

RECORDATION NO. 16129-R FILED

APR 6 '99

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SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT

NO. 9 ("TRUST INDENTURE SUPPLEMENT NO. 9") between WILMINGTON TRUST COMPANY in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-4, and STATE STREET BANK, a national banking association (the "Security Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 15, 1988, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 30, 1988 and given Recordation No. 16129-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 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 ICC pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16129; and

WHEREAS, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment 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 the 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, 1998
December 31, 1998.

3. This Trust Indenture Supplement No. 9 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 9, and any party hereto may execute this Trust Indenture Supplement No. 9 by signing one or more counterparts

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this 18th 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.

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


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

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Trust Indenture Supplement No. 9 to be executed on their behalf by their respective duly authorized officers.

OWNER TRUSTEE

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

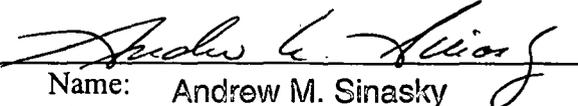
By: _____

Name:
Title:
Date:

SECURITY TRUSTEE

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 MASSACHUSETTS)
)
COUNTY OF SUFFOLK) SS BOSTON

On this 10th day of March, 1999, before me personally appeared Andrew M. Sinasky, 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
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