

Counters - Qw.

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ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 16539-G, H, I, J FILED

SEP 17 '97

11-50AM

OF COUNSEL
URBAN A. LESTER

September 17, 1997

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

SEP 17 11 48 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of each of the following documents. Lease Supplement No 3, Lease Supplement No 4, Security Agreement and Trust Indenture No 3 and Security Agreement and Trust Indenture Supplement No 4, all dated September 4, 1997, and all being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the Equipment Lease Agreement and Security Agreement previously filed with the Commission under Recordation Number 16539

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

Lease Supplement No 3
and Lease Supplement No 4

Lessor	First Security Bank, N A (f/k/a First Security Bank of Utah, N A) 79 South Main Street Salt Lake City, Utah 84111
Lessee	GE Capital Railcar Associates, Inc 33 West Monroe Street Chicago, Illinois 60603

Mr Vernon A. Williams
September 17, 1997
Page 2

Security Agreement and Trust Indenture Supplement No. 3
and Security Agreement and Trust Indenture Supplement No. 4

Owner Trustee: First Security Bank, N A
(f/k/a First Security Bank of Utah, N A.)
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee First Trust National Association
111 East Wacker Drive, Suite 3000
Chicago, Illinois 60601

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A to each of the documents reporting a change in reporting mark PLCX to ECUX for certain units.

Also enclosed is a check in the amount of \$96 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of each of the enclosed documents to the undersigned

Very truly yours,

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

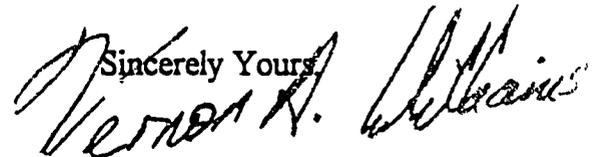
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 9/17/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/17/97 at 11:50AM, and
assigned recordation number(s). 14372-F, 16539-G, 16539-G, 16539-I and 16539-J.

Sincerely Yours

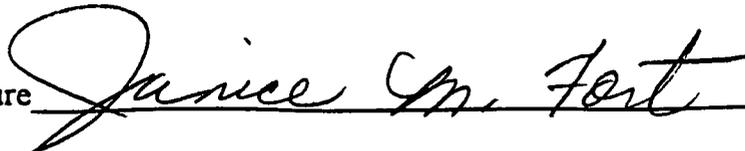


Vernon A. Williams
Secretary

Enclosure(s)

\$120.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 17 '97

11-50AM

**LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST 89-2**

LEASE SUPPLEMENT NO. 3 (“LEASE SUPPLEMENT NO. 3”) between FIRST SECURITY BANK, N.A f/k/a FIRST SECURITY BANK OF UTAH, N.A., a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee (“Lessor”) under ITEL RAIL TRUST NO. 89-2, and GE CAPITAL RAILCAR ASSOCIATES, INC , a Delaware corporation (“Lessee”), as assignee in interest to Itel Rail Corporation

WHEREAS, Lessee leased from Lessor one hundred ninety eight (198) units of railroad equipment pursuant to an Equipment Lease Agreement (the “Equipment Lease”) as supplemented, dated as of September 15, 1989, 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 September 29, 1989 and given Recordation No 16539; 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 January 1, 1995

December 31, 1995

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

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.,
not in its individual capacity but solely as Owner
Trustee under Itel Rail Trust No 89-2

By

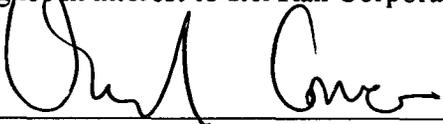

Name: **Jamie A. Mackay**
Title: **Trust Administrator**

Date: 9/12/97

LESSEE:

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

By


Name:
Title:
Date:

ACKNOWLEDGED BY:

FIRST TRUST NATIONAL ASSOCIATION,
as successor-in-interest
to Bank of America Illinois f/k/a
Continental Bank National Association,
as Indenture Trustee

By

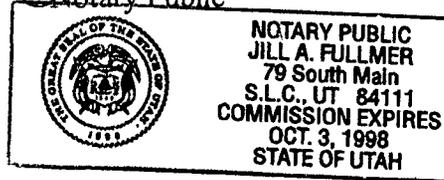
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 12th day of September, 1997, before me personally appeared Jamie Mackay, personally known to me to be the person who executed this instrument as Trust Administrator of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it

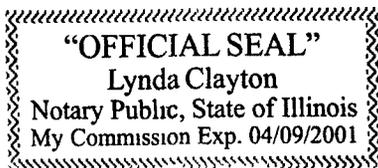
Jill Fullmer

Notary Public



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16th day of September, 1997, before me personally appeared Winston Lome, personally known to me to be the person who executed this instrument as Senior Vice President GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Lynda Clayton
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ___ day of _____, 1997, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ FIRST TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it

Notary Public

of certain units of Equipment for the period January 1, 1995
December 31, 1995

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

LESSOR:

FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.,
not in its individual capacity but solely as Owner
Trustee under Itel Rail Trust No 89-2

By. _____
Name
Title
Date

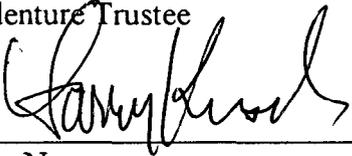
LESSEE:

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

By: _____
Name:
Title:
Date:

ACKNOWLEDGED BY:

FIRST TRUST NATIONAL ASSOCIATION,
as successor-in-interest
to Bank of America Illinois f/k/a
Continental Bank National Association,
as Indenture Trustee

By.  _____
Name: LARRY KUSCH
Title: Asst. Vice President
Date: 9/4/97

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ___ day of _____, 1997, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N A., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

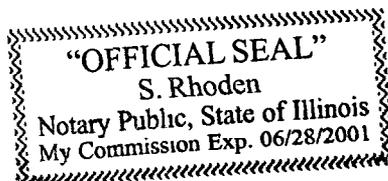
On this ___ day of _____, 1997, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC , and acknowledged to me that the corporation executed it.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of September, 1997, before me personally appeared LARRY KUSCH, personally known to me to be the person who executed this instrument as Asst. Vice President FIRST TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

S. Rhoden
Notary Public



SCHEDULE A
TO
SUPPLEMENT NO. 3

Remarks for Period 1/1/95 - 12/31/95

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
PLCX	047551	ECUX	047551