

ALVORD AND ALVORD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 4, 2000

RECORDATION NO. 16687 Q FILED

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

MAY 04 '00 2-05 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Lease Supplement No. 10, dated April 28, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Rail Trust 89-5) which was previously filed with the Commission under Recordation Number 16687.

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

Lessor: First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

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

A description of the change in reporting marks and road numbers for the railroad equipment covered by the enclosed document is set forth on the schedule attached hereto.

Mr. Vernon A. Williams
May 4, 2000
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/cc
Enclosures

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
USLX	20418	NRR	8131
USLX	20426	DME	20425
USLX	20430	NRR	8132
USLX	20432	DME	20432
USLX	20434	DME	20434
USLX	20439	MDKX	20439
USLX	20446	NRR	8133
USLX	20447	NRR	8246
USLX	20448	DME	20448
USLX	20449	NRR	8247
USLX	20451	DME	20451
USLX	20456	NRR	8179
USLX	20458	HS	23446
USLX	20461	DME	20461
USLX	20462	NRR	8180
USLX	20482	DME	20482
USLX	20483	NRR	8134

**LEASE SUPPLEMENT NO. 10
TO RAIL TRUST 89-5**

LEASE SUPPLEMENT NO. 10 (“LEASE SUPPLEMENT NO. 10) between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A., a national banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee (“Lessor”) under RAIL TRUST NO. 89-5, 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 14, 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 December 28, 1989 and given Recordation No. 16687; 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.

RECORDATION NO. 16687 Q FILED
MAY 04 '00 2-05 PM
SURFACE TRANSPORTATION BOARD

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, 1999
December 31, 1999.

3. This Lease Supplement No. 10 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 10, and any party hereto may execute this Lease Supplement No. 10 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 Rail Trust No. 89-5

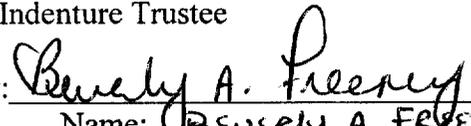
By: _____
Name:
Title:
Date:

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

By:  _____
Name: Eric Duenwald
Title: Vice President
Date: 4/28/00

ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
f/k/a FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By:  _____
Name: BEVERLY A. FRENEY
Title: TRUST OFFICER
Date: 3/20/00

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ___ day of _____, 2000, 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 28 day of April, 2000, before me personally appeared Eric Duenwald, personally known to me to be the person who executed this instrument as Vice President GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Ricki Knapp
Notary Public

STATE OF New York)
) SS
COUNTY OF Kings)

On this 20th day of March, 2000, before me personally appeared Beverly A. Freney, personally known to me to be the person who executed this instrument as Trust Officer U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

Vanessa Mack
Notary Public

VANESSA MACK
Notary Public, State of New York
No. 01MAG00711
Qualified in Kings County
Commission Expires September 20, 2001

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, 1999
December 31, 1999.

3. This Lease Supplement No. 10 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 10, and any party hereto may execute this Lease Supplement No. 10 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 Rail Trust No. 89-5

By: 
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **4/18/2000**

LESSEE:

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

By: _____
Name:
Title:
Date:

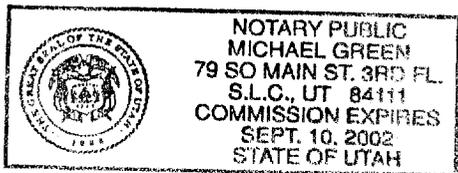
ACKNOWLEDGED BY:

U.S. BANK TRUST NATIONAL ASSOCIATION
f/k/a FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 18 day of April, 2000, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed
this instrument as Assistant Trust Officer 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 _____, 2000, 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 ___ day of _____, 2000, before me personally appeared
_____, personally known to me to be the person who executed
this instrument as _____ U.S. BANK TRUST
NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
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