

RECORDATION NO. 16687-R FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 5, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Security Agreement and Trust Indenture Supplement No. 9, dated as of April 18, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Trust Indenture (Rail Trust No. 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, N A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee. U.S. Bank Trust
National Association

*111 East Wacker Drive
Chicago, IL 60601*

Mr. Vernon A. Williams
February 5, 2001
Page Two

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

A short summary of the document to appear in the index follows:

Security Agreement Supplement No. 9 between First Security Bank, N.A., Lessor and U S. Bank Trust National Association, Indenture Trustee, changing the reporting marks and road numbers of certain railroad equipment as attached hereto.

Also enclosed is a check in the amount of \$27.00 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,



Robert W. Alvord

RWA/anm
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

**SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 89-5**

SUPPLEMENT NO. 9

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT
NO. 9** ("TRUST INDENTURE SUPPLEMENT NO. 9") between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A. in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-5, and U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a FIRST TRUST NATIONAL ASSOCIATION, a national banking association (the "Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 14, 1989, 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 28, 1989 and given Recordation No. 16687-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 14, 1989, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16687; and

RECORDATION NO. 16687-R FILED

FEB 5 '01 2-3 7 PM

SURFACE TRANSPORTATION BOARD

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, 1999
December 31, 1999.

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

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.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner Trustee under Rail Trust No. 89-5

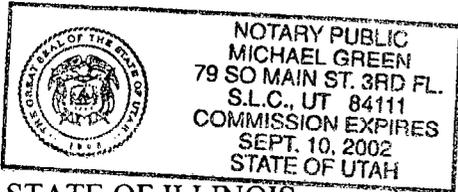
By: Jamie Mackay
Name: Jamie A. Mackay
Title: Assistant Trust Officer
Date: 4/18/2000

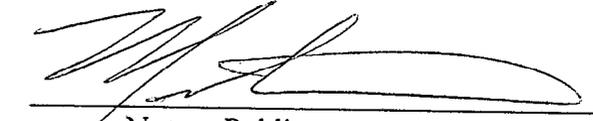
U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

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 _____ U.S. BANK TRUST
NATIONAL ASSOCIATION, 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.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

By: _____
Name:
Title:
Date:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: Beverly A. Freney
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 New York)
) SS
COUNTY OF Kings)

On this 20th day of March, 2000, before me personally appeared Beverly A. FREENEY, 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. 01MA6030711
Qualified in Kings County
Commission Expires September 20, 2001

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