



February 2, 1989

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

- Re: 1) Notice of Name Change
- 2) Assignment and Assumption Agreement

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instruments, in four (4) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record the above-captioned instruments under the Conditional Sale Agreement dated as of April 1, 1976, between FMC Corporation and Birmingham National Bank, as Owner, under a Owner Trust Agreement with Schuler Industries, Inc. and FMC Corporation, which was filed with the ICC on April 22, 1976, under Recordation No. 8298.

The parties to the aforementioned Notice of Name Change are listed below:

Itel Rail Corporation (For indexing, in position
55 Francisco Street of "Assignor")
San Francisco, California 94133

Itel Rail Holdings Corporation (For indexing, in
55 Francisco Street position of "Assignee")
San Francisco, California 94133

The purpose of this Notice is to make known as a matter of public record the change in corporate name of Itel Rail Corporation to Itel Rail Holdings Corporation.

The parties to the aforementioned Assignment and Assumption Agreement are listed below:

Itel Rail Holdings Corporation (Assignor)
55 Francisco Street
San Francisco, California 94133

Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

RECORDATION NO. 8298-12
FEB 8 1989 9 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8298-12
Date 2/2/89 FEB 8 1989 9 AM
Fee \$ 26.00 INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

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Itel Rail Corporation (Assignee, a Delaware corporation
55 Francisco Street incorporated in February 1989)
San Francisco, California 94133

This Assignment assigns to Assignee all of Assignor's right, title and interest in and to the leases and equipment described therein.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,



Patricia Schumacker
Legal Department

