ITEL CORPORATION
TRANSPORTATION SERVICES GROUP

RECORDATION NO. 8668-B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

January 4, 1978

Hon. H. G. Homme
Acting Secretary,
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

On December 30, 1977, SSI Rail Corp. was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, 94111. In the future, all business formerly conducted by SSI Rail Corp. will be conducted in the name of Itel Corporation, Rail Division.

Itel Corporation, Rail Division, has assumed all of the obligations of SSI Rail Corp. under the conditional sale agreement and leases which are set forth on Exhibits A, B and C to this letter. Exhibit A sets forth the conditional sale agreements under which SSI Rail Corp. was the purchaser. Exhibit B sets forth the dates of the leases and the lessor under such leases where SSI Rail Corp. is the lessee. Exhibit C sets forth the dates of the leases and the lessee under such leases where SSI Rail Corp. is the lessor.

Also enclosed herewith is our check in the amount of $520.00 in payment of the Commission's fee of $10.00 for each cross-referencing.

I would appreciate your cross-referencing all of the filings set forth on Exhibits A, B and C to indicate that SSI Rail Corp is now known as Itel Corporation, Rail Division. Sixty (60) copies of this letter are enclosed so that you may place one copy in each of your files and return the remaining ones to Sullivan and Worcester who will be filing this letter on our behalf.

Very truly yours,

Martin D. Goodman
Vice President-Legal Services

MDG:md
Enc.

EXHIBIT A

Builder under Conditional Sale Agreement	Assignee or Obligor under Conditional Sale Agreement	Conditional Sale Agreement			First Amendment and Supplement			Second Amendment and Supplement			Agreement and Assignment			Subsequent Agreement and Assignment			
		Date of Document	Date of Filing with ICC	ICC Recordation Number	Date of Document	Date of Filing with ICC	ICC Recordation Number	Date of Document	Date of Filing with ICC	ICC Recordation Number	Date of Document	Date of Filing with ICC	ICC Recordation Number	Subsequent Assignee	Date of Document	Date of Filing with ICC	ICC Recordation Number
FMC Corporation	N/A	6/19/75															
FMC Corporation	The Bank of California	4/1/76	2:05 pm 4/2/76	8272	6/2/76	1:40 pm 6/7/76	8272-B	7/30/76	1:50 pm 9/1/76	8272-C	6/2/76	1:40 pm 6/7/76	8272-A	Citicorp Leasing, Inc.	7/30/76	1:50 pm 9/1/76	8272-E
FMC Corporation	First Penna. Bank, N.A.	6/4/76	1:40 pm 6/7/76	8355	6/22/76	10:20 am 6/25/76	8355-B	7/30/76	1:50 pm 9/1/76	8355-C	6/22/76	10:20 am 6/25/76	8355-A	Citicorp Leasing, Inc.	7/30/76	1:50 pm 9/1/76	8355-D
FMC Corporation	Birmingham Trust National Bank	3/5/76	11:50 am 3/9/76	8233	3/25/76	1:25 pm 3/30/76	8233-A				3/25/76	1:25 pm 3/30/76	8233-B		7/30/76	1:50 pm 9/1/76	8355-E
FMC Corporation	Union Tidewater Financial Corporation, Inc.	3/26/76	10:45 am 5/25/76	8343-A													
FMC Corporation	Union Tidewater Financial Corporation, Inc.	2/1/77	2:05 pm 2/2/77	8669-A													

EXHIBIT B

Lessor Under Lease	Date of Lease	Date and Time of Filing of Lease with ICC	ICC Recordation Number for Lease
Birmingham Trust National Bank, as trustee	4/1/76	10:30 A.M. 4/22/76	8298-B
First Security Bank of Utah, N.A., as trustee	3/15/76	11:45 A.M. 5/12/76	8322-B
McDonnell Douglas Finance Corporation	3/16/76	2:20 P.M. 3/26/76	8246
Rainier Bank Equipment Leasing, Inc.	3/31/77	11:20 A.M. 4/1/77	8770
Seattle First National Bank	2/18/76	2:10 P.M. 2/23/76	8219
Pittsburgh National Bank of Detroit	7/20/77	3:30 P.M. 7/20/77	8837-A
Mellon National Leasing Company	11/23/76	1:45 P.M. 12/14/76	8610
North Carolina National Bank	7/18/77	3:30 P.M. 7/20/77	8838-A
Schuler Industries, Inc.	11/1/77	1:10 P.M. 11/4/77	9050-A
Manufacturers Hanover Leasing Corporation	6/28/77	2:30 P.M. 6/30/77	8870

EXHIBIT C

Lessee under Lease	Date of Lease	Date & Time of Filing of Lease with ICC	ICC Recordation Number for Lease
Apache Railway Company	6/1/76	2/23/77 11:40 a.m.	8709
Apalachicola Northern Railroad Company	1/25/77	7/20/77 3:45 p.m.	8796-C
Arkansas & Louisiana Missouri Railway	6/14/77	10/21/77 1:05 p.m.	9049
Ashley Drew & Northern Railway Company	3/29/77	5/27/77 1:45 p.m.	8837
Atlanta & St. Andrews Bay Railroad Company	9/1/75	4/26/76 2:20 p.m.	8246-B
Atlanta & St. Andrews Bay Railroad Company	10/5/76	11/19/76 10:30 a.m.	8582
Cadiz Railroad Company	11/10/76	1/10/77 2:05 p.m.	8654
Camino, Placerville and Lake Tahoe Railway Company	2/9/77	4/27/77 12:45 p.m.	8798
Chattahoochee Industrial Railroad	2/14/77	4/1/77 11:20 a.m.	8770-A

Lessee under Lease	Date of Lease	Date & Time of Filing of Lease with ICC	ICC Recordation Number for Lease
City of Prineville Railway	4/26/77	7/20/77 3:45 p.m.	8896
Clarendon & Pittsford Railroad Company	10/18/76	1/12/77 1:45 p.m.	8658
Corinth & Counce Railroad Company	4/29/77	5/27/77 1:45 p.m.	8838
Escanaba and Lake Superior Railroad Company	12/22/76	1/10/77 2:05 p.m.	8653
Green Mountain Railroad Company	8/6/76	10/21/77 1:05 p.m.	9050
Greenville & Northern Railway Company	8/6/76	11/25/77 1:15 p.m.	9102
FMC Chemical	12/3/76	5/11/77 1:15 p.m.	8809-A
Lake Erie, Franklin & Clarion Railroad Company	1/3/77	1/21/77 2:30 p.m.	8668
Marinette, Tomahawk & Western Railroad Co.	3/26/76	6/30/77	8871

Lessee under Lease	Date of Lease	Date & Time of Filing of Lease with ICC	ICC Recordation Number for Lease
Massena Terminal Railroad Company	9/16/77	11/10/77 2:20 p.m.	9074
McCloud River Railroad Company	4/20/77	5/11/77 1:15 p.m.	8819
Meridian & Bigbee Railroad Company	6/1/77	11/10/77 2:20 p.m.	9072
Minnesota, Dakota and Western Railway Company	6/22/76	10/1/76 3:30 p.m.	8501
New Orleans Public Belt Railroad	6/17/77	7/26/77 9:15 a.m.	8904
North Louisiana & Gulf Railroad Company	7/21/77	11/10/77 2:20 p.m.	9073
Pearl River Valley Railroad Company	3/24/76	8/27/76 1:30 p.m.	8487-A
Port Huron & Detroit Railroad Company	2/22/77	4/27/77 12:45 p.m.	8799
Providence & Worcester Company	1/14/77	1/21/77 2:30 p.m.	8669
Providence & Worcester Company	9/30/77	11/10/77 2:20 p.m.	9071

Lessee under Lease	Date of Lease	Date & Time of Filing of Lease with ICC	ICC Recordation Number for Lease
Sabine River & Northern Railroad Company	3/26/76	9/1/76 1:50 p.m.	8272-E
Sierra Railroad Company	9/1/75	1/18/77 3:05 p.m.	8457
Rockdale, Sandow & Southern Railroad Company	9/16/77	11/10/77 2:20 p.m.	9075
Terminal Railway Alabama State Docks	4/4/77	4/27/77 12:45 p.m.	8797
Texas, Oklahoma and Eastern Railroad Company	7/11/77	9/8/77 11:10 a.m.	8983
Toledo, Peoria and Western Railroad Company	1/12/77	1/24/77 2:45 p.m.	8676
Valdosta Southern Railroad Company	3/26/76	5/25/76 10:45 a.m.	8343-A
Vermont Northern Railroad Company/ St. Jojhnsbury & Lamoille County Railroad	12/30/75	4/11/77 11:30 a.m.	8457-J 8457-K
Vermont Railway, Inc.	12/4/75	3/26/76 2:20 p.m.	8246-B

ITEL
CORPORATION
RAIL DIVISION

I, Martin D. Goodman, Secretary of SSI Rail Corp. until December 30, 1977, when it was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, on the date hereof am a Vice President-Legal Services of Itel Corporation, Transportation Services Group, and as such am authorized to advise you that the facts set forth in my letter to you dated January 4, 1978, to which this statement is attached, are true and correct. Attached hereto as Schedule 1 is a copy of the Certificate of Ownership and Merger evidencing the merger of SSI Rail Corp. into Itel Corporation.

Martin D. Goodman

STATE OF CALIFORNIA)
) SS:
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 4th day of January, 1978, before me personally appeared Martin D. Goodman, to me personally known, who, being by me duly sworn, says that he is a Vice President-Legal Services of Itel Corporation, Transportation Services Group, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
C. G. KIM
NOTARY PUBLIC - CALIFORNIA
CITY & COUNTY OF SAN FRANCISCO
My Commission expires Mar. 12, 1978

(Notarial Seal)

C. G. Kim
Notary Public

TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234

SCHEDULE 1

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ITEL DATA PRODUCTS CORPORATION,
ITEL CAPITAL SERVICES CORPORATION,
ITEL DATA SERVICES CORPORATION,
SSI RAIL CORP.,
ITEL INSURANCE CORPORATION, and
ITEL CORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
DEC 30 1977
MARCH FONG EU, Secretary of State
By BILL HOLDEN
Deputy

INTO

ITEL CORPORATION

* * * * *

ITEL Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 6th day of December, 1967, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares of the stock of the following corporations, which were incorporated pursuant to the general corporation laws of the respective states and on the respective dates set forth adjacent to their respective names:

ITEL Data Products Corporation....Delaware....October 3, 1975;

Itel Capital Services Corporation....Delaware....June 22, 1970;

Itel Data Services Corporation....Delaware....May 26, 1969;

SSI RAIL CORP. ....Delaware....May 27, 1975;

ITEL INSURANCE CORPORATION....California....March 24, 1976; and

ITEL Corporation....Nevada....June 18, 1969.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting thereof on November 17, 1977, determined to and did merge into itself said ITEL Data Products Corporation, Itel Capital Services Corporation, Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation:

WHEREAS, this corporation owns all of the outstanding shares of ITEL Data Products Corporation, Itel Capital Services Corporation, Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation, the first four of which are Delaware corporations, the fifth of which is a California corporation, and the last of which is a Nevada corporation; and

WHEREAS, in the opinion of this Board of Directors it would be in the best interests of this corporation to merge the above wholly-owned subsidiaries into this corporation:

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge, pursuant to the General Corporation Law of the State of Delaware, and it hereby does merge, into itself said wholly-owned subsidiaries, and assume, and it hereby does assume, all of the liabilities and obligations of such corporations; and

RESOLVED FURTHER, that the mergers shall be effective as of the close of business on December 30, 1977; and

RESOLVED FURTHER, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said wholly-owned subsidiaries, and to assume the liabilities and obligations of such, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said mergers.

IN WITNESS WHEREOF, ITEL Corporation has caused this certificate to be signed and dated this 16th day of December, 1977.

ITEL Corporation

By _____
PETER S. REDFIELD
President

ATTEST:

By David N. Kuhn
DAVID N. KUHN
Assistant Secretary

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "ITEL Corporation", a corporation organized and existing under the laws of the State of Delaware, merging "ITEL Data Products Corporation", "Itel Capital Services Corpration", "Itel Data Services Corporation" and "SSI RAIL CORP.", corporations organized and existing under the laws of the State of Delaware, "ITEL INSURANCE CORPORATION", a corporation organized and existing under the laws of the State of California and "ITEL Corporation", a corporation organized and existing under the laws of the State of Nevada, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-second day of December, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-second *day of* December *in the year of our Lord one thousand nine hundred and* seventy-seven.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Assistant Secretary of State

FORM 121

Group A

8272-f
8355-f
8233-C
8343-D
8669-D

Group B

8298-E
8322-D
8246-H
8770-C
8219-B
8837-H
8610-C
8838-f
9050-B
8870-A

Group C

8709-B
8796-D
9049-A

Group C continued

8837-d
8246-d
8582-A
8654-C
8798-C
8770-D
8896-C
8658-A
8838-H
8653-B
9050-C
9102-A
8809-H
8668-B
8871-D
9074-A
8819-D
9072-A
8501-B
8904-C
9073-A
8487-A
8799-D
8669-E
9071-A
8272-f
8457-U
9075-A

Group

8797-
8983-
8676-
8343-E
8457-V
8457-W
8246-J

1/9/78
2:05 pm
M.R.D.