



December 7, 1977

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

RECORDATION NO. 9085-C Filed & Recorded

DEC 12 1977 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six copies of an Amending Agreement dated as of December 7, 1977 between FMC Corporation, 200 East Randolph Drive, Chicago, Illinois, 60601, and Chemical Bank, 20 Pine Street, New York, New York, 10015.

Also enclosed is our check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

This document relates to that certain Conditional Sale Agreement between SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111, and FMC Corporation made as of November 9, 1977, filed and recorded with the Interstate Commerce Commission on November 15, 1977 at 12:50 p.m. and assigned recordation number 9085 and the Agreement and Assignment of such Conditional Sale Agreement made as of November 22, 1977, filed and recorded with the ICC on December 5, 1977 at 1:10 p.m. and assigned recordation number 9085-B. The reason for the Amending Agreement is that the Agreement and Assignment, in the first paragraph thereof, incorrectly referred to Citibank, N.A. rather than Chemical Bank. Therefore, we respectfully request that the document submitted herein be cross-referenced to the aforementioned Conditional Sale Agreement and assigned recordation number 9085-C.

The obligations of SSI to make the payments required by the Conditional Sale Agreement, as amended, are guaranteed by the parent company of SSI, ITEL Corporation, One Embarcadero Center, San Francisco, California, 94111.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to the party delivering this letter on our behalf.

Very truly yours,

David M. Schwartz
Clara [unclear]
Nancy D. Goodman
Secretary

7-346A140

Date DEC 12 1977

Fee \$ 10.00

RECORDATION NO. 9085-C Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

AMENDING AGREEMENT

This Amending Agreement is made as of December 7, 1977 between FMC Corporation, a Delaware corporation, of 200 East Randolph Drive, Chicago, Illinois, 60601, and Chemical Bank, 20 Pine Street, New York, New York, 10015.

WHEREAS, the parties have entered into an Agreement and Assignment dated as of November 22, 1977 which was filed with the Interstate Commerce Commission on December 5, 1977 at 1:10 p.m. and assigned recordation number 9085-B ("the Agreement"); and

WHEREAS, such Agreement contains an error and, therefore, the parties desire to amend the Agreement as hereinafter set forth.

NOW, THEREFORE, the parties agree as follows:

The introductory paragraph of the Agreement is hereby amended to read as follows: "AGREEMENT AND ASSIGNMENT ("this Assignment") made as of this 22nd day of November, 1977, between FMC Corporation, a Delaware corporation (hereinafter called "Builder"), and Chemical Bank (hereinafter called "Assignee");"

IN WITNESS WHEREOF, the parties have hereby executed this instrument.

FMC CORPORATION

CHEMICAL BANK

William R. Gaffney

Paul Fitzgerald

Div. V.P. Sales

Vice President

Title

Title

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 8th day of December, 1977, before me personally appeared William R. Galbraith, to me personally known, who, being by me duly sworn, says that he is Division V.P., Sales, of FMC Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Sada Tarshis
Notary Public

[Notarial Seal]

My Commission expires: November 4, 1981

STATE OF NEW YORK)
) SS:
COUNTY OF New York)

On this 9th day of December, 1977, before me personally appeared Paul Fitzgerald, to me personally known, who, being by me duly sworn, says that he is Vice President of Chemical Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Sophie La Due
Notary Public

[Notarial Seal]

SOPHIE LA DUE
Notary Public, State of New York
No. 30-7401525
Qualified in Nassau County
Commission Expires March 30, 1978

My Commission expires:

the Bank does hereby release the Equipment from the Conditional Sale Agreement and the Assignment, does hereby release SSI from all its obligations under the Conditional Sale Agreement and the Assignment and does hereby terminate the Conditional Sale Agreement, all as of December 30, 1977.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, and its seal to be hereunto affixed and attested by its Assistant Secretary, all as of ~~December~~ JANUARY 4th, 1978.

CHEMICAL BANK

By: Paul Stysall

ATTEST:

John B. Wyman
Assistant Secretary
[SEAL]

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

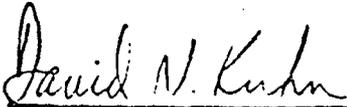
By



PETER S. REDFIELD
President

• ATTEST:

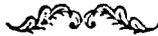
By



DAVID N. KUHN
Assistant Secretary



State
of
DELAWARE

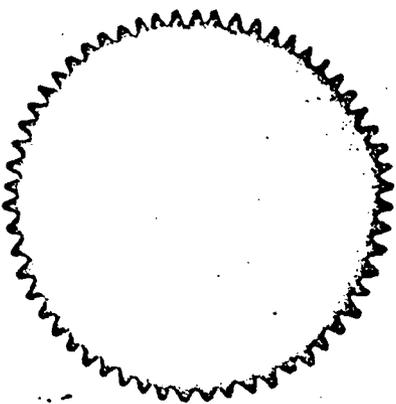


Office of SECRETARY OF STATE

*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

John D. [Signature]