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INTERSTATE COMMERCE COMMISSION

February 2, 1989

Itel Rail Corporation

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

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

8219-E

Date 2/2/89

REC 26.00 FEB 8 1989 9 30 AM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

- 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 March 5, 1976, as amended, between Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division and SSI Rail Corp., and South Trust Bank of Alabama, N.A., as successor by name change to Birmingham Trust National Bank, N.A., which was filed with the ICC on March 9, 1976, under Recordation No. ~~8298~~.

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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

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INTEGRATE COMMERCE COMMISSION

NOTICE OF NAME CHANGE

This shall serve as notice that Itel Rail Corporation, a Delaware corporation, has changed its name effective as of ~~January 2~~ ^{FEBRUARY 2}, 1989, to Itel Rail Holdings Corporation. Itel Rail Holdings Corporation is a Delaware corporation with its principal place of business at 55 Francisco Street, San Francisco, California 94133.

ITEL RAIL HOLDINGS CORPORATION

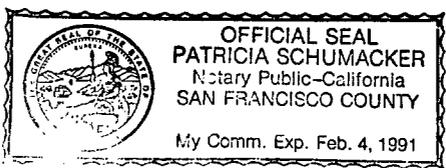
By Robert Kiehle
Robert C. Kiehle

Title Vice President-Finance

Date January, 1989

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 3rd day of January, 1989, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn says that he is Vice President-Finance Itel Rail Holdings Corporation, that the foregoing Notice of Name Change 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.



Patricia Schumacker
Notary Public