ITEL RAIL

55 Francisco
San Francisco, California 94133
(415) 955-9090
Telex 34234

RECORDATION NO. 8343 Filed 1425

DEC 7 1983 -9 05 AM

INTERSTATE COMMERCE COMMISSION

November 17, 1983

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

This is to request that you cross-index the Consolidated, Amended, and Restated Equipment Trust Agreement, dated as of January 1, 1982, which was filed under I.C.C. Recordation No. 14165, on September 20, 1983 at 3:00 p.m., with the following documents:

1. Lease between Itel Corporation, Rail Division and Apalachicola Northern Railroad, dated January 25, 1977 and filed under I.C.C. Recordation No. 8796, on April 27, 1977 at 12:45 p.m.

2. Lease between Itel Corporation, Rail Division and Arcata and Mad River Railroad, dated July 10, 1978, and filed under I.C.C. Recordation No. 10034, on January 19, 1979 at 2:10 p.m.

3. Lease between Itel Corporation, Rail Division and Atchison, Topeka and Santa Fe Railway Co., dated May 14, 1982, and filed under I.C.C. Recordation No. 13706, on July 26, 1982 at 1:45 p.m.

4. Lease between Itel Corporation, Rail Division and New Orleans Public Belt Railway, dated October 26, 1978, and filed under I.C.C. Recordation No. 10033, on January 19, 1979 at 2:10 p.m.

5. Lease between Itel Corporation, Rail Division and Atchison, Topeka and Santa Fe Railway Co., dated July 30, 1982, and filed under I.C.C. Recordation No. 13818, on October 26, 1982 at 12:40 p.m.

6. Lease between Itel Corporation, Rail Division and Cadiz Railroad, dated November 10, 1976, and filed under I.C.C. Recordation No. 8654, on January 10, 1977 at 2:05 p.m.

7. Lease between Itel Corporation, Rail Division and Camino, Placerville and Lake Tahoe Railroad Co., dated February 9, 1977, and filed under I.C.C. Recordation No. 8798 on April 27, 1977

8. Lease between Itel Corporation, Rail Division and Crab Orchard and Egyptian Railroad, dated June 21, 1978, and filed under I.C.C. Recordation No. 9936, on December 22, 1978 at 3:55 p.m.

9. Lease between Itel Corporation, Rail Division and Detroit, Toledo and Ironton Railway Co., dated March 10, 1981, and filed under I.C.C. Recordation No. 13077, on April 30, 1981 at 2:25 p.m.

10. Lease between Itel Corporation, Rail Division and East Camden and Highland, dated April 26, 1978, and filed under I.C.C. Recordation No. 9756, on October 11, 1978 at 2:45 p.m.

11. Lease between Itel Corporation, Rail Division and Green Bay and Western Railroad Company, dated October 21, 1981, and filed under I.C.C. Recordation No. 13554, on February 18, 1982 at 2:40 p.m.

12. Lease between Itel Corporation, Rail Division and Green Bay and Western Railroad Company, dated March 8, 1979, and filed under I.C.C. Recordation No. 10362, on May 10, 1979 at 2:00 p.m.

13. Lease between Itel Corporation, Rail Division and Maine Central Railroad Company, dated March 22, 1982, and filed under I.C.C. Recordation No. 13664, on June 16, 1982 at 10:10 a.m.

14. Lease between Itel Corporation, Rail Division and Maine Central Railroad Company, dated April 11, 1980, and filed under I.C.C. Recordation No. 11899, on June 11, 1980 at 11:25 a.m.

15. Lease between Itel Corporation, Rail Division and New Orleans Public Belt Railway, dated June 17, 1977, and filed under I.C.C. Recordation No. 8904, on July 26, 1977 at 9:15 a.m.

16. Lease between Itel Corporation, Rail Division and Port Huron and Detroit Railroad Co., dated February 22, 1977, and filed under I.C.C. Recordation No. 8799 on April 27, 1977 at 12:45 p.m.

17. Lease between Itel Corporation, Rail Division and Rahway Valley Railroad, dated September 19, 1978, and filed under I.C.C. Recordation No. 10111, on February 14, 1979 at 12:30 p.m.

18. Sublease between Texas Mexican Railroad Co. and Soo Line Railroad, dated April 11, 1983, and filed under I.C.C. Recordation No. 14066, on June 21, 1983 at 3:00 p.m.

19. Lease between Itel Corporation, Rail Division, and Soo Line Railroad Co., dated February 17, 1983, and filed under I.C.C. Recordation No. 14002 on April 11, 1983 at 1:05 p.m.

20. Lease between Itel Corporation, Rail Division and Texas Mexican Railroad Co., dated March 15, 1978, and filed under I.C.C. Recordation No. 9778, on October 17, 1978 at 3:30 p.m.

21. Lease between Itel Corporation, Rail Division and Toledo, Peoria and Western Railroad Co., dated September 10, 1980, and filed under I.C.C. Recordation No. 12314 on October 16, 1980 at 2:40 p.m.

22. Lease between Itel Corporation, Rail Division and Valley and Siletz Railroad, dated July 26, 1978, and filed under I.C.C. Recordation No. 10032 on January 19, 1979 at 2:10 p.m.

23. Lease between Itel Corporation, Rail Division and Providence and Worcester Co., dated March 13, 1978, and filed under I.C.C. Recordation No. 9924, on December 19, 1978 at 2:45 p.m.

24. Assignment between Providence and Worcester Company and Warwick Railway Corp., dated April 24, 1980, and filed under I.C.C. Recordation No. 9924-E, on October 17, 1980 at 12:45 p.m.

25. Lease between Itel Corporation, Rail Division and Arkansas and Louisiana Missouri Railroad, dated June 14, 1977, and filed under I.C.C. Recordation No. 9049, on October 21, 1977 at 1:05 p.m.

26. Lease between Itel Corporation, Rail Division and Atlanta and St. Andrews Bay Railway Co., dated May 5, 1978, and filed under I.C.C. Recordation No. 9703, on September 22, 1978 at 2:15 p.m.

27. Lease between Itel Corporation, Rail Division and Greenville and Northern Railroad Co., dated August 6, 1976, and filed under I.C.C. Recordation No. 9102, on November 25, 1977 at 1:15 p.m.

28. Lease between Itel Corporation, Rail Division and Marinette, Tomahawk and Western Railroad Co., dated December 23, 1977, and filed under I.C.C. Recordation No. 9406, on May 26, 1978 at 2:30 p.m.

29. Lease between Itel Corporation, Rail Division and North Louisiana and Gulf Railroad Co., dated July 21, 1977, and filed under I.C.C. Recordation No. 9073, on November 10, 1977 at 2:20 p.m.

30. Lease between Itel Corporation, Rail Division and Escanaba and Lake Superior Railroad Company, dated December 22, 1976, and filed under I.C.C. Recordation No. 8653, on January 10, 1977 at 2:20 p.m.

31. Lease between SSI Rail Corp. and Lake Erie, Franklin and Clarion Railroad, dated January 3, 1977, and filed under I.C.C. Recordation No. 8668, on January 21, 1977 at 2:30 p.m.

32. Lease between SSI Rail Corp. and Minnesota, Dakota and Western Railroad, dated July 26, 1978, and filed under I.C.C. Recordation No. 10129, on February 22, 1979 at 11:40 a.m.

33. Lease between SSI Rail Corp. and Pearl River Valley Railroad Co., dated March 24, 1976, and filed under I.C.C. Recordation No. 8487-A, on August 27, 1976 at 1:30 p.m.

34. Lease between SSI Rail Corp. and Sierra Railroad Co., dated September 27, 1978, and filed under I.C.C. Recordation No. 10152, on February 26, 1979 at 2:30 p.m.

35. Sublease between McCloud River Railroad Co. and Camino, Placerville and Lake Tahoe Railroad Co., dated January 24, 1980 and filed under I.C.C. Recordation No. 8819-G, on May 5, 1980 at 3:15 p.m.

36. Lease between SSI Rail Corp., and McCloud River Railroad Co., dated April 20, 1977, and filed under I.C.C. Recordation No. 8819, on May 11, 1977 at 1:15 p.m.

37. Lease between SSI Rail Corp., and City of Prineville Railway Co., dated April 26, 1977, and filed under I.C.C. Recordation No. 8896 on July 20, 1977.

38. Lease between Itel Corporation, Rail Division and Kyle Railways, Inc., dated February 17, 1982, and filed under I.C.C. Recordation No. 13666, on June 17, 1982 at 10:50 a.m.

39. Sublease between Kyle Railways, Inc. and Natchcez Trace Railroad, dated February 18, 1982, and filed under I.C.C. Recordation No. 13666-B, on June 17, 1982 at 10:50 a.m.

40. Sublease between McCloud River Railroad Co. and Sierra Railroad Co., dated August 29, 1980, and filed under I.C.C. Recordation No. 8819-N, on September 16, 1980 at 1:35 p.m.

41. Lease between SSI Rail Corp. and Terminal Railway of Alabama, dated April 4, 1977, and filed under I.C.C. Recordation No. 8797, on April 27, 1977 at 12:45 p.m.

42. Lease between SSI Rail Corp. and Toledo, Peoria and Western Railroad Co., dated January 12, 1977, and filed under I.C.C. Recordation No. 8676, on January 24, 1977 at 2:45 p.m.

43. Lease between Itel Corp. and Ashley, Drew and Northern Railway Co., dated March 29, 1977, and filed under I.C.C. Recordation No. 8837 on May 27, 1977.

44. Lease between SSI Rail Corp. and Corinth and Counce Railroad Company, dated April 29, 1977, and filed under I.C.C. Recordation No. 8838, on May 27, 1977 at 1:45 p.m.

45. Lease between Itel Corporation, Rail Division and Green Bay and Western Railroad Co., dated April 22, 1981, and filed under I.C.C. Recordation No. 13073, on April 30, 1981 at 10:50 a.m.

46. Lease between Itel and Meridian and Bigbee Railroad Company, dated June 1, 1977, and filed under I.C.C. Recordation No. 9072, on November 10, 1977 at 2:20 p.m.

47. Lease between Itel Rail and Apache Railway, dated June 1, 1976, and filed under I.C.C. Recordation No. 8709, on February 23, 1977 at 11:40 a.m.

48. Lease between Itel Corporation, Rail Division and Clarendon & Pittsford Railroad Co., dated October 18, 1976, and filed under I.C.C. Recordation No. 8658, on January 12, 1977 at 1:45 p.m.

49. Lease between Itel Corporation, Rail Division and FMC/Chemical Group, dated December 3, 1976, and filed under I.C.C. Recordation No. 8809-A, on May 11, 1977 at 1:15 p.m.

50. Lease between SSI Rail Inc., and Green Mountain Railroad Co., dated January 2, 1976, and filed under I.C.C. Recordation No. 9050, on October 21, 1977 at 1:05 p.m.

51. Lease between Itel Corporation, Rail Division and Hartford & Slocomb Railway Co., dated July 1, 1975, and filed under I.C.C. Recordation No. 9168, on January 9, 1978 at 2:05 p.m.

52. Lease between Itel Corporation, Rail Division and Lake Erie, Franklin and Clarion Railroad, dated January 3, 1977, and filed under I.C.C. Recordation No. 8853-A, on June 1, 1977 at 1:10 p.m.

53. Lease between Itel Corporation, Rail Divsion and McCloud River Railroad, dated April 20, 1983, and filed under I.C.C. Recordation No. 14029, on May 27, 1983 at 1:40 p.m.

54. Lease between Itel Corporation, Rail Division and Mississippi Export Railway Co., dated April 25, 1978 and filed under I.C.C. Recordation No. 9460, on June 27, 1978 at 8:50 a.m.

55. Lease between Itel Corporation, Rail Division and Sabine River and Northern Railroad Co., dated December 23, 1977, and filed under I.C.C. Recordation No. 9407, on May 26, 1978 at 2:30 p.m.

56. Lease between Itel Corporation, Rail Division and Valdosta Southern Railway Co., dated March 26, 1976, and filed under I.C.C. Recordation No. 8343-A on May 25, 1976 at 10:45 p.m.

57. Lease between Itel Corporation, Rail Division and Valdosta Southern Railway Co., dated December 23, 1977, and filed under I.C.C. Recordation No. 9408, on May 26, 1978 at 2:30 p.m.

58. Lease between Itel Corporation, Rail Division and Vermont Railway Co., dated December 4, 1975, and filed under I.C.C. Recordation No. 9279 on March 13, 1978 at 2:20 p.m.

Enclosed is a check in the amount of $580.00 covering the appropriate cross-indexing fees. If you have any questions please feel free to contact me at (415) 955-0547.

Sincerely,

Patricia Salas Pineda
Counsel

PSP:dmm
Enclosures

ITEL RAIL CORPORATION
INDEX TO CROSS-INDEXING
REQUESTED
IN LETTER OF NOVEMBER 17, 1983

Each ICC Recordation No. listed below to be cross-indexed to (1) Recordation No. 14165, and (2) all Recordation Nos. listed below to be cross-indexed under Recordation No. 14165.

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8668	31
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8797	41
8798	7
8799	16
8809-A	49
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9049	25
9050	50
9072	46
9073	29
9102	27
9168	51
9279	58
9408	57
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9407	55
9460	54
9703	26
9756	10
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9924	23
9924-E	24
9936	8
10032	22
10033	4
10034	2
10111	17
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ICC RECORDATION NO.	PARAGRAPH NO. IN LETTER OF NOVEMBER 17, 1983
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11899	14
12314	21
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13077	9
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13818	5
14002	19
14029	53
14066	18

UNION-TIDEWATER FINANCIAL COMPANY, INC.

P.O. BOX 2373
BALTIMORE & ST. PAUL STS.
BALTIMORE, MARYLAND 21203
Area Code (301) 539-2250

RECORDATION NO. 8343

MAY 25 1976 10 45 AM

INTERSTATE COMMERCE COMMISSION

—LESSOR—

EQUIPMENT LEASE

NO. 73-3-1

EQUIPMENT LEASED

QUANTITY	Model, Catalog, Serial Number or Other Description
100	50'4" general purpose boxcars, mechanical designation "XM." Each boxcar is individually marked with a separate number, starting with VSO 6000 through VSO 6099 inclusive and Lessee will keep and maintain, plainly, distinctly, permanently and conspicuously marked on each side of each boxcar the words, "Owned by Union-Tidewater Financial Company, Inc., Baltimore, Md., under a Security Agreement filed under the Interstate Commerce Act, Section 20c," at $29,140.06 per boxcar —— $2,914,006.00 SAID CARS TO BE SUBLEASED BY SSI RAIL CORP. TO VALDOSTA SOUTHERN RAILROAD COMPANY UNDER THE LEASE AGREEMENT DATED MARCH 26, 1976, BETWEEN SSI RAIL CORP. AND VALDOSTA SOUTHERN RAILROAD COMPANY. THE LESSEE AND/OR SUBLESSEE MAY ALLOW THE BOXCARS TO BE USED UNDER NORMAL INTERCHANGE SERVICE CUSTOMARY IN THE RAILROAD INDUSTRY. THIS IS A CONDITIONAL SALES LEASE CONTRACT WITH A GUARANTEED PURCHASE PRICE OF $291,400.60 UPON FULFILLMENT OF THE CONTRACT. LESSOR WILL CAUSE THIS EQUIPMENT LEASE AND THE LEASE AGREEMENT BETWEEN SSI RAIL CORP. AND VALDOSTA SOUTHERN RAILROAD COMPANY TO BE FILED AND RECORDED WITH THE INTERSTATE COMMERCE COMMISSION IN ACCORDANCE WITH SECTION 20c OF THE INTERSTATE COMMERCE ACT.

Location of Equipment: Valdosta Southern Railroad Company, P.O. Box 1147, Valdosta, GA 31601
Address of Lessee: SSI Rail Corp., Two Embarcadero Center, San Francisco, CA 94111

SCHEDULE OF RENTAL PAYMENTS FOR BASE LEASE TERM

No. of Years	No. of Rental Payments	Rental Payment Period — (Monthly, Quarterly, etc.)	Amount of Each Rental Payment	Date of Commencement of Base Lease Term	Security Deposit or Advance Rentals	ANNUAL RENEWAL AFTER BASE LEASE TERM
15	60	Quarterly	$96,980.36	July 1, 1976	None	$145,700.30 $ ___ Annually in advance

TERMS AND CONDITIONS OF LEASE

1. Lessor leases to Lessee and Lessee rents from Lessor the equipment listed above, or if separately scheduled, in the schedule hereto annexed as Schedule "A" and made a part hereof (said equipment hereinafter referred to as the "Equipment"). The Equipment shall be located and maintained at the address stated above, and, except in the case of movable Equipment regularly used in Lessee's business, shall not be removed therefrom without Lessor's prior written consent. Any amounts received by Lessor, at or prior to the date of this Agreement, in excess of the first periodic rental, shall be held as security for the performance of the terms of this Agreement, and Lessor may, but shall not be required to, apply same to any overdue financial obligation of Lessee. If Lessee is not then in default under this or any other lease with Lessor, the balance of said deposit shall be refunded at termination of this lease; if such amount is indicated above as "advance rental", it shall be applied toward the rentals last becoming due under this Agreement. If Lessee shall have duly performed all terms and conditions of this Agreement, Lessee shall have the option, at the expiration of the Base Term set forth above, to renew this Agreement and Lease under the same terms and conditions hereof, from year to year, at the rental set forth above as "Annual Renewal Rental". Said option shall be exercised by the Lessee giving Lessor or its assignee notice in writing not less than thirty (30) days before the expiration of said Base Term, or within thirty (30), but not less than ten (10) days prior to the expiration of any annual renewal period.

(SEE REVERSE SIDE FOR ADDITIONAL TERMS AND CONDITIONS)

APPROVED THIS 24th DAY OF May 19 76

UNION-TIDEWATER FINANCIAL COMPANY, INC.

BY Patricia A. Pellegrini TITLE Asst Secty.

ATTEST or WITNESS _____

EXECUTED THIS 21st DAY OF May 19 76

NAME OF LESSEE SSI RAIL CORP. (Correct Legal Name)

BY [signature] TITLE Vice President
Authorized Corporate Officer, Proprietor or General Partner

ATTEST or WITNESS [signature]

STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO)

On this 21st day of May, 1976, before me personally appeared Patrick B. McManus to me personally known, who being by me duly sworn says that he is Vice President of SSI Rail Corp., that the foregoing Equipment Lease 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.

Joyce M. Whitman
Notary Public

JOYCE M. WHITMAN
NOTARY PUBLIC-CALIFORNIA
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Jan. 25, 1980

STATE OF MARYLAND)
CITY/COUNTY OF BALTIMORE)

On this 24th day of May before me personally appeared Patricia A. Pellegrini to me personally known, who being by me duly sworn says that she is Assistant Secretary of Union-Tidewater Financial Company, Inc., that the foregoing Equipment Lease was signed and sealed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires July 1, 1978

Marilyn R. Stintz

Notary Public MARILYN R. STINTZ

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.

C. G. Kim
Notary Public

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

(Notarial Seal)

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

jk

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-B
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.

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

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In the office of the Secretary of State
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MARCH FONG EU, Secretary of State
By BILL HOLDEN
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INTO

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* * * * *

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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:

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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

jk

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 H

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.