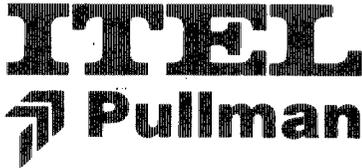


9-179A002



Itel Rail Corporation

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

June 27, 1989

RECORDATION NO. 8579-C FILED 1425

JUN 28 1989 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8579-B FILED 1425

JUN 28 1989 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

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 Equipment Lease dated as of October 15, 1976, as amended, between SSI Rail Corp., as predecessor to Itel Rail Corporation, and First Security Bank of Utah, N.A., which was filed with the ICC on November 18, 1976, under Recordation No. 8579.

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

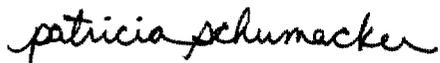
Hon. Noreta R. McGee
June 27, 1989
Page Two

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

This Assignment assigns to Assignee all of Assignor's right,
title and interest in and to any and all agreements, 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

REGISTRATION NO. 8579-B FILED 0423

JUN 28 1989 - 11 15 AM

NOTICE OF NAME CHANGE

INTERSTATE COMMERCE COMMISSION

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 30, 1989

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

On this 30 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