8610-I

FEB 2 1989 9 30 AM

INTERSTATE COMMERCE COMMISSION

ITEL Pullman

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

February , 1989

8610-I

Date 2/2/89
Fee $ 26.00
ICC Washington, D. C.

FEB 2 1989 9 11 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta 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 Lease Agreement dated as of November 23, 1976, as amended, between SSI Rail Corp., as predecessor to Itel Rail Corporation, and Mellon Financial Services Corporation 3, which was filed with the ICC on December 14, 1976, under Recordation No. 8610.

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

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

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

Patricia Schumacker
Legal Department

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco, Ca. 94133

Dear Ms. Schumacker

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/89 at 9:30am, and assigned recordation number(s) * 8219-D & E, 8233-G & H, 8298-F & G, 8322-G & H, 8343-N & O
8610-I & J
8669-N & O
8669-P & Q
8837-K & L
8838-W & X
8873-G & H
9050-I & J
9538-C & D
9553-C & D
10461-E & F
15558-B & C

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

* Destroyed

8610-I

FEB 1989 AM

INTERSTATE 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~~ 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 Kiehnle
Robert C. Kiehnle

Title Vice President-Finance

Date January , 1989

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

On this 30th day of January, 1989, before me personally appeared Robert C. Kiehnle, 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.

OFFICIAL SEAL
PATRICIA SCHUMACKER
Notary Public-California
SAN FRANCISCO COUNTY
My Comm. Exp. Feb. 4, 1991

Patricia Schumacker
Notary Public