

The CIT Group/
Equipment Financing, Inc.

300 South Grand Avenue
3rd Floor
Los Angeles, CA 90071
213 621-8181



**Equipment
Financing**

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

15794-B
SEP 28 1988 11 00 PM
INTERSTATE COMMERCE COMMISSION

September 26, 1988

\$13.00 filing fee

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) enclosed executed counterparts of a secondary document, not previously recorded, entitled Acceptance Certificate No. 302 to Master Railroad Equipment Lease No. 1418. The aforesaid document relates to that certain Master Railroad Equipment Lease, dated as of August 30, 1988, recorded with the Interstate Commerce Commission under Recordation No. 15794 (the "Lease"), and should be filed under the next available letter designation under Recordation No. 15794.

*this one
is
15794-B*

The parties to the enclosed document are:

Itel Rail Corporation (Lessee)
55 Francisco Street
San Francisco, California 94133

The CIT Group/Equipment Financing, Inc. (Lessor)
300 South Grand Avenue, Third Floor
Los Angeles, California 90071

The said document is an acceptance by the Lessee under the terms of the Lease of fifty-seven (57) centerbeam 73 ft., 100 ton flatcars, manufactured by Thrall Car Manufacturing Company, and bearing the following identifying numbers:

- TOE 8037
- TOE 8041
- TOE 8046
- TOE 8048
- TOE 8049
- TOE 8050
- TOE 8026
- TOE 8040
- TOE 8053

8-272A028

No. 1 SEP 28 1988
Date
Fee \$ 13.00

ICC Washington, D. C.

SEP 28 11 51 AM '88
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

G. H. Hansen

TOE	8064
TOE	8068
TOE	8072
TOE	8070
TOE	8066
TOE	8063
TOE	8056
TOE	8055
TOE	8073
TOE	8020
TOE	8057
TOE	8061
TOE	8067
TOE	8071
TOE	8074
TOE	8016
TOE	8019
TOE	8021
TOE	8035
TOE	8062
TOE	8069
TOE	8036
TOE	8044
TOE	4500
TOE	4501
TOE	4502
TOE	4503
TOE	4504
TOE	4505
TOE	4506
TOE	4507
TOE	4508
TOE	4509
TOE	4510
TOE	4511
TOE	4512
TOE	4513
TOE	4514
TOE	4515
TOE	4516
TOE	4517
TOE	4518
TOE	4519
TOE	4520
TOE	4521
TOE	4522
TOE	4523
TOE	4524

A short summary of the document to appear in the ICC Index is as follows:

"57 flatcars: TOE numbers".

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script that reads "Timothy J. White".

Timothy J. White
Vice President - Legal

TJW/egm

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/28/88

OFFICE OF THE SECRETARY

Timothy J, White
The CIT Group Equipment Financing Inc. -
800 South Grand Avenue
Los Angeles, CA. 90071

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/88 at 12:00pm, and assigned recordation number(s). 15794-B

Sincerely yours,

Narta R. McGee

Secretary

Enclosure(s)

3. All of the terms, provisions and conditions of the Lease are hereby incorporated herein and made a part hereof as if such terms, provisions and conditions were set forth in full in this Certificate. By their execution and delivery of this Certificate, the parties hereto reaffirm all of the terms, provisions and conditions of the Lease.

IN WITNESS WHEREOF, Lessee has caused this Acceptance Certificate to be duly executed by its duly authorized officer as of the Commencement Date set forth above.

ITEL RAIL CORPORATION

By: Robert Keshule

Title: Vice President - Finance

ACCEPTED AS OF THE COMMENCEMENT

DATE SET FORTH ABOVE.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: [Signature]

Title: Vice President

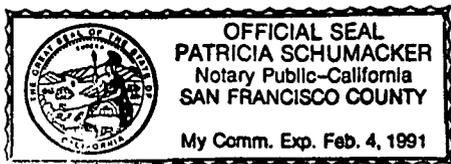
SCHEDULE 1, attached to and forming a part of the Acceptance Certificate No. 302 to the Master Railroad Equipment Lease dated as of August 30, 1988 entered into by and between Itel Rail Corporation, a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

EQUIPMENT DESCRIPTION

<u>QTY.</u>	<u>MANUFACTURER</u>	<u>DESCRIPTION</u>	<u>CAR NOS.</u>			
57	Thrall Car Manufacturing Company	73 ft., 100 ton Center- beam Flatcars	TOE	4500	TOE	8037
			TOE	4501	TOE	8041
			TOE	4502	TOE	8046
			TOE	4503	TOE	8048
			TOE	4504	TOE	8049
			TOE	4505	TOE	8050
			TOE	4506	TOE	8026
			TOE	4507	TOE	8040
			TOE	4508	TOE	8053
			TOE	4509	TOE	8064
			TOE	4510	TOE	8068
			TOE	4511	TOE	8072
			TOE	4512	TOE	8070
			TOE	4513	TOE	8066
			TOE	4514	TOE	8063
			TOE	4515	TOE	8056
			TOE	4516	TOE	8055
			TOE	4517	TOE	8073
			TOE	4518	TOE	8020
			TOE	4519	TOE	8057
			TOE	4520	TOE	8061
			TOE	4521	TOE	8067
			TOE	4522	TOE	8071
			TOE	4523	TOE	8074
TOE	4524	TOE	8016			
			TOE	8019		
			TOE	8021		
			TOE	8035		
			TOE	8062		
			TOE	8069		
			TOE	8036		
			TOE	8044		

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

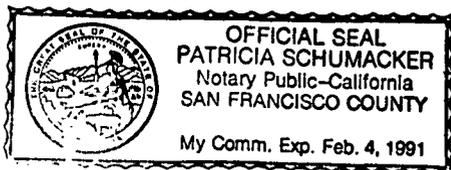
On this 23rd day of September, 1988, before me personally appeared Robert Kiehle, to me personally known, who being by me duly sworn says that such person is Vice President - Finance of ITEL Rail Corporation, that the foregoing Acceptance Supplement No. 302 to Master Railroad Equipment Lease No. 1418 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker
Notary Public

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

On this 23rd day of September, 1988, before me personally appeared G. Todd Derr, to me personally known, who being by me duly sworn says that such person is Vice President of The CIT Group/Equipment Financing, Inc., that the foregoing Acceptance Supplement No. 302 to Master Railroad Equipment Lease No. 1418 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker
Notary Public