

8374-E

INTEL
CORPORATION
RAIL DIVISION

8-020A688

REC JAN 20 1978
Date
Fee \$ 150⁰⁰

ICC Washington, D. C

January 19, 1978

Honorable H. G. Homme
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20043

RE: Release and Termination of various Conditional Sale Agreements more specifically set forth on Exhibit A attached hereto

Dear Sir:

Enclosed herewith for filing are an original and three copies each of a "Release and Termination of Conditional Sale Agreement" covering equipment under the following recordation numbers:

- | | |
|------------------------|------------------|
| 9087 - C | 8943 - C |
| 8853 - <i>District</i> | 8809 - <i>D</i> |
| 8877 - <i>C stars</i> | 8915 - C |
| 8374 - <i>E-Sub</i> | 8916 - <i>PR</i> |
| 9063 - <i>A</i> | 8945 - <i>PR</i> |
| 9085 - <i>B</i> | 9061 - C |
| 8944 - C | 9031 - C |
| 9032 - <i>C</i> | |

RECORDATION NO. *Three Nos.* Filed & Recorded

JAN 20 1978 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

The parties to the transaction as well as the dates of the Conditional Sale Agreements and Assignments and the date and time of recording of each document with the Interstate Commerce Commission are set forth on Exhibit A. On December 30, 1977, SSI Rail Corp. was merged into ITEL Corporation and will henceforth conduct business as ITEL Corporation, Rail Division. A copy of the Certificate of Ownership and Merger is attached to each Termination Statement.

Enclosed is this company's check in the amount of \$150, payable to the Interstate Commerce Commission, representing the total fees for filing these documents.

TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234

David M. Stewart
David M. Stewart

Mr. Homme
January 19, 1978
Page 2.

Please return all additional copies of the enclosed counter-
parts not required by the Interstate Commerce Commission to
David Schwartz, Esq., of Sullivan and Worcester, who will be
delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Vice President-Legal Services
Itel Corporation,
Transportation Services Group

MDG:md
Enc.

EXHIBIT A

<u>Assignee under Conditional Sale Agreement</u>	<u>Date of Conditional Sale Agreement</u>	<u>Date and Time of Filing of Conditional Sale Agreement (ICC Recordation Number)</u>	<u>Date of Agreement and Assignment</u>	<u>Date and Time of Filing of Agreement and Assignment (ICC Recordation Number)</u>
Manufacturers Hanover Trust Company	9/15/77	#9032 10/11/77, 10:55 a.m.	10/21/77	10/31/77, 2:55 p.m. 9032-B
Citibank, N.A.	9/16/77	#9031 10/11/77, 10:55 a.m.	11/9/77	11/15/77, 12:50 p.m. 9031-B
Citibank, N.A.	10/31/77	#9061 11/7/77, 10:10 a.m.	11/21/77	11/30/77, 9:30 a.m. 9061-A
Manufacturers Hanover Trust Company	8/10/77	#8945 8/18/77, 2:20 p.m.	9/21/77	11/3/77, 9:40 a.m. 8945-C
Chemical Bank	7/25/77	#8916 8/1/77, 1:25 p.m.	8/1/77	8/11/77, 1:05 p.m. 8916-B
Chemical Bank	7/25/77	#8915 8/1/77, 1:25 p.m.	8/1/77	8/11/77, 1:05 p.m. 8915-B
Chemical Bank	8/8/77	#8943 8/18/77, 2:30 p.m.	9/1/77	9/9/77, 1:30 p.m. 8943-B
Chemical Bank	8/9/77	#8944 8/18/77, 2:30 p.m.	9/12/77	9/19/77, 11:00 a.m. 8944-B
Chemical Bank	11/9/77	#9085 11/15/77, 12:50 p.m.	11/22/77	12/5/77, 1:10 p.m. 9085-B
Chemical Bank	11/1/77	#9063 11/7/77, 10:10 a.m.	12/2/77	12/12/77, 2:15 p.m. 9063-C
Citibank, N.A.	6/15/76	#8374 no date & time avail.	7/2/76	7/6/76, 11:55 a.m. 8374-A
Citibank, N.A.	7/7/77	#8877 7/11/77, 9:30 a.m.	7/15/77	7/28/77, 2:00 p.m. 8877-B
The Bank of California, N.A.	6/1/77	#8853 6/10/77, 1:50 p.m.	7/1/77	7/28/77, 1:40 p.m. 8853-C
Chemical Bank	4/29/77	#8809 5/3/77, 3:25 p.m.	5/9/77	5/23/77, 12:05 p.m. 8809-C
Manufacturers Hanover Trust Company	11/11/77	#9087 11/15/77, 12:50 p.m.	12/7/77	12/20/77, 2:30 p.m. 9087-B

Interstate Commerce Commission
Washington, D.C. 20423

1/20/78

OFFICE OF THE SECRETARY

Martin D. Goodman
ITEL Corp. Rail Div.
Two Embarcadero Center
San Francisco, Calif. 94111

Dear

The enclosed document(s) was recorded pursuant to the
~~Sir:~~
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on _____ at _____,
and assigned recordation number(s) ^{1/20/78} _____

1:15pm

Sincerely yours,

H.G. Homme, Jr.
Acting Secretary

9087-C, 8853-D, 8877-C, 83740
8374-E
9063-D
9085-D
8944-C
8943-C
8809-H
8915-C
8916-D
8945-D
9061-C
9031-C
9032-C

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 8374-F Filed & Recorded

RELEASE AND TERMINATION OF CONDITIONAL
SALE AGREEMENT COVERING EQUIPMENT
UNDER RECORDATION NO. 8374

JAN 20 1978 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS FMC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of June 15, 1976, filed and recorded with the Interstate Commerce Commission (hereinafter called the Commission) pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) and assigned recordation number 8374, a First Amendment and Supplement dated as of July 2, 1976 to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on July 6, 1977 at 11:55 a.m. and assigned recordation number 8374-B, and a Second Amendment and Supplement dated as of June 24, 1977 to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on July 1, 1977 at 11:35 a.m. and assigned recordation number 8374-C (said conditional sale agreement, as so amended and supplemented, being hereinafter called the Conditional Sale Agreement), providing for the construction, sale and delivery by the Builder and the purchase by SSI of fifty (50) 50'6", 70-ton capacity, general purpose, single sheath boxcars numbered APA 1800 through APA 1849, both inclusive (hereinafter called the Equipment);

WHEREAS the Builder has delivered and SSI has accepted the Equipment;

WHEREAS the Builder has assigned its right and interest in the Equipment and the Conditional Sale Agreement, and its title to the Equipment to The Bank of California, N.A. (hereinafter called the Assignee), pursuant to an Agreement and Assignment dated as of July 2, 1976 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on July 6, 1976 at 11:55 a.m. and assigned recordation number 8374-A;

WHEREAS, the Assignee has assigned its right and interest in the Equipment and the Conditional Sale Agreement and its title to the Equipment to Citibank, N.A. (hereinafter called the Bank), pursuant to an Agreement and Assignment dated as of June 24, 1977 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on July 1, 1977 at 11:35 a.m. and assigned recordation number 8374-D;

WHEREAS, Itel Corporation intends to merge SSI and itself pursuant to a Certificate of Ownership and Merger dated as of December 15, 1977, which merger shall be effective as of the close of business December 30, 1977;

NOW, THEREFORE, in consideration of the premises and the sum of \$1,340,490.40, paid to the Bank by or on behalf of SSI, the receipt and sufficiency of which are hereby acknowledged, the Bank does hereby release the Equipment from the Conditional Sale Agreement and the Assignment, does hereby release SSI from all its obligations under the Conditional Sale Agreement and the Assignment and does hereby terminate the Conditional Sale Agreement, all as of December 30, 1977.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, and its seal to be hereunto affixed and attested by its Assistant Secretary, all as of December ____, 1977.

CITIBANK, N.A.

By: *P. Hunter VP*

ATTEST:

Lila Sardegna, Sff. Officer
Assistant Secretary
[SEAL]

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

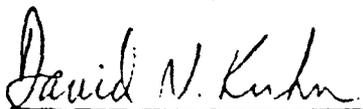
RESOLVED FURTHER, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said wholly-owned subsidiaries, and to assume the liabilities and obligations of such, and the date 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.

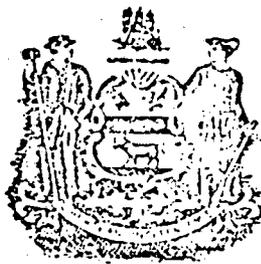
IN WITNESS WHEREOF, ITEL Corporation has caused this certificate to be signed and dated this 16th day of December, 1977.

ITEL Corporation

By 
PETER S. REDFIELD
President

• ATTEST:

By 
DAVID N. KUHN
Assistant Secretary

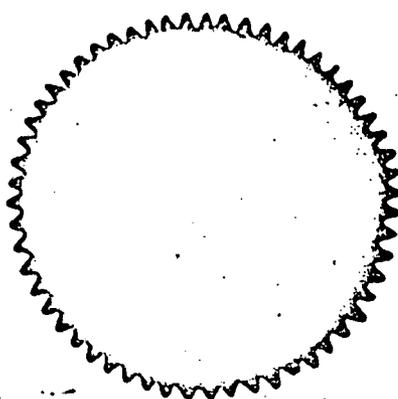


State
of
DELAWARE

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

J. D. Quincey