

State of Idaho

Department of State

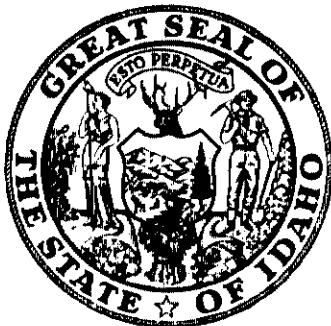
CERTIFICATE OF WITHDRAWAL OF

ITEL RAIL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ITEL RAIL CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lucy Clark*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Oct 30 12 37 PM '92
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is ITEL RAIL CORPORATION
The name which it used in Idaho is ITEL RAIL CORPORATION
2. It is incorporated under the laws of DELAWARE
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is ITEL RAIL CORPORATION, 550 CALIFORNIA STREET, SAN FRANCISCO, CA 94104
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

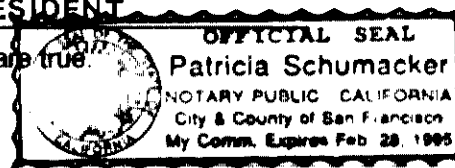
By Robert C. Kiehnle And David R. Wood
Its VICE President Its ASST. Secretary

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss:

I, PATRICIA SCHUMACKER, a notary public, do hereby certify that on this 29th day of OCTOBER, 19 92, personally appeared before me ROBERT C. KIEHNLE, who being by me first duly sworn, declared that ~~he~~ is the VICE PRESIDENT of ITEL RAIL CORPORATION

that ~~he~~ signed the foregoing documents as VICE PRESIDENT of the corporation and that the statements therein contained are true.

Patricia Schumacker
Notary Public



Secretary of State use only

IDAHO SECRETARY OF STATE

19921030 0900 29131 2
CX #: 127430 CUST# 1
CORPORATIO 10 \$0.00- \$0.00

Submit application and filing fee to:

Office of the Secretary of State
Corporations Division
Statehouse, Room 203
Boise, Idaho 83720