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File Number

9063-890-1

94991404

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



COOK COUNTY
RECORDER
JESSE WHITE
MAYWOOD OFFICE

Whereas,

APPLICATION FOR WITHDRAWAL OF
ITEL RAIL CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to*

be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 13TH

day of SEPTEMBER *A.D. 19* 94 *and*

of the Independence of the United States

the two hundred and 19TH



George H Ryan
SECRETARY OF STATE

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STATE OF ILLINOIS
CLERK OF THE SUPREME COURT
JANUARY 1, 1900
CHICAGO, ILL.

Property of Cook County Clerk's Office

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Form **BCA-13.45**
(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT

File # F 5063-890-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1833

FILED

SEP 13 1994

SUBMIT IN TRIPLICATE

Remit payment in check or money order, payable to "Secretary of State"

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by Secretary of State

Date 9-13-94

License Fee \$

Franchise Tax \$

Filing Fee \$ 25.00

Penalty \$

Interest \$

Approved: *[Signature]*

- CORPORATE NAME: Itel Rail Corporation
- STATE OR COUNTRY OF INCORPORATION: Delaware
- Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
2 N. Riverside Plaza, Suite 1900
Chicago, IL 60606
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

- (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; net any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
TOTAL				\$

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$
TOTAL			\$

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8. Issued shares at ~~7/14/94~~ 7/14/94*:

Class	Series	Par Value	Number of Shares
Common		\$.10	1,000
Preferred	B	\$100.00	1

9. Paid-in capital at date of execution:

Paid-in Capital \$ 382,715,000

(*Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 7, 1994

Itel Rail Corporation
(Exact Name of Corporation)

attested by Philip F. Meno
(Secretary or Assistant Secretary)

by James E. Knox
(Signature of President or Vice President)

Philip F. Meno - Asst. Secretary
(Type or Print Name and Title)

James E. Knox - Vice Pres. & Asst. Sec'y
(Type or Print Name and Title)

C-184.5

* Itel Rail Corporation was merged out of existence on 7/15/94. (It merged into Signal Capital Holdings Corp. which is not qualified in Illinois.)

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