

GATX

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REGISTRATION NO. 7534-F FILE 1428

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INTERSTATE COMMERCE COMMISSION

GATX LEASING CORPORATION
FOUR EMBARCADERO CENTER
SUITE 2200
SAN FRANCISCO, CA 94111
415/955-3200
TELEX 171064

October 22, 1984

The Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: GATX Equipment Lessors, Inc.
GATX Aircraft Corporation
GATX Second Aircraft Corporation
GATX/GFI Leasing Corp. (formerly Gould Financial Inc.)
GATX/GLS Leasing Corp. (formerly Gould Leasing Services, Inc.)

Dear Madam Secretary:

On December 31, 1983, the following Delaware corporations were merged into their parent, GATX Leasing Corporation, also a Delaware corporation ("GLC"):

GATX Equipment Lessors, Inc.
GATX Aircraft Corporation
GATX Second Aircraft Corporation
GATX/GFI Leasing Corp. (formerly Gould Financial Inc.)
GATX/GLS Leasing Corp. (formerly Gould Leasing Services, Inc.)

A certified copy of the Certificate of Ownership effecting each of the mergers as well as a certified copy of the Certificate of Amendment of the Certificate of Incorporation for the last two corporations listed is attached as Exhibit A.

Upon the effectiveness of these mergers and by operation of law, the separate existence of the above-referenced corporations ceased and GLC succeeded to all the rights and property of those corporations and became subject to all their debts and liabilities.

The Honorable Agatha L. Mergenovich
October 22, 1984
Page 2

Exhibit B hereto sets forth schedules setting forth the instruments filed and recorded with the Commission to which the five merged subsidiaries are a party. We would appreciate your cross-referencing all of the filings set forth therein to indicate that GLC is successor by merger to them. Sixteen copies of this letter and its exhibits are enclosed for filing with the Commission, so that one copy may be placed in each of the fourteen Commission files noted on Exhibit B and two copies may be returned to Mr. Charles T. Kappler of Alvord and Alvord, who will be filing this letter on our behalf.

Also enclosed is our check for \$140.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

Very truly yours,

GATX LEASING CORPORATION

By Thomas C. Nord
Thomas C. Nord
Vice President and
General Counsel

0712S/81-82



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 attached is a true and correct copy of
Certificate of Ownership
filed in this office on December 23, 1983.



SECRETARY OF STATE
RECEIVED
AUG 29 1984

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

L. May

DATE: _____

August 29, 1984

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GATX/GLS LEASING CORP.
(a Delaware corporation)

INTO

GATX/GFI LEASING CORP.
(a Delaware corporation)

GATX/GFI Leasing Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

FIRST: That this Corporation was incorporated on September 20, 1974 as Gould Broadcasters, Inc. pursuant to the General Corporation Law of the State of Delaware. The name of this Corporation was changed to GATX/GFI Leasing Corp. on December 4, 1981.

SECOND: That this Corporation owns all of the issued and outstanding stock of GATX/GLS Leasing Corp. ("GATX/GLS"), a corporation incorporated on December 14, 1970 under the General Corporation Law of the State of Delaware as Gould Leasing Services, Inc.

THIRD: That this Corporation, by the following resolutions of its Board of Directors duly adopted on December 19, 1983, by unanimous written consent of its members, determined to merge GATX/GLS into this Corporation:

RESOLVED, that GATX/GLS Leasing Corp. ("GATX/GLS") shall be merged into this Corporation (the "Merger") effective 11:59 p.m., December 31, 1983 (the "Effective Date"); that the separate existence of GATX/GLS shall thereupon cease; and the identity, existence, rights, privileges, immunities, powers and purposes of this Corporation shall on and after the Effective Date continue unaffected and unimpaired by the Merger.

RESOLVED, that, pursuant to (but not in limitation of) Section 259 of the General Corporation Law of the State of Delaware, this Corporation shall, on the Effective Date, assume all debts, liabilities and duties of GATX/GLS to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all the rights, privileges, powers and franchises of GATX/GLS, and all property of GATX/GLS, personal, real and mixed, shall, on the Effective Date, vest in this Corporation.

RESOLVED, that, on the Effective Date, GATX/GLS's Common Stock shall be surrendered to this Corporation, without endorsement, to be cancelled and filed in the minute books of GATX/GLS, and such stock shall not from such date be deemed outstanding.

RESOLVED, that the officers of this Corporation be, and each of them is, authorized and directed to make, execute, deliver all such agreements and certificates (including a "Certificate of Ownership and Merger"), receipts, instruments and documents and to file such documents in such public offices, in the name and on behalf of this Corporation, under its corporate seal or otherwise, and to incur and pay all such expenses as in their judgment shall be necessary, proper or advisable in order carry out fully the intent of the foregoing resolutions.

IN WITNESS WHEREOF, GATX/GFI LEASING CORP. has caused this certificate to be signed by Thomas C. Nord, its Vice President and General Counsel, and attested by Deborah V. Rice, its Assistant Secretary, this December 20th 1983.

GATX/GFI LEASING CORP.

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L

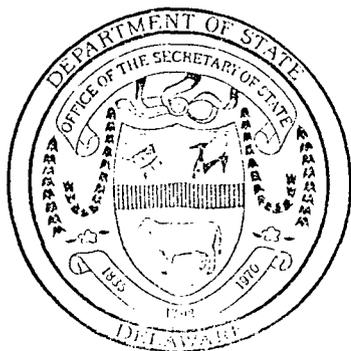


State
of
DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on December 4, 1981.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

E. Curran

DATE: _____

December 4, 1981

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

GOULD LEASING SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is
GATX/GLS Leasing Corp."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gould Leasing Services, Inc. has caused this certificate to be signed by David B. Larsen,

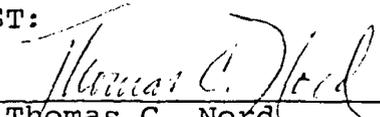
its Vice President and attested by Thomas C. Nord, its
Assistant Secretary.

GOULD LEASING SERVICES, INC.

By: 

David B. Larsen
Vice President

ATTEST:

By: 

Thomas C. Nord
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 attached is a true and correct copy of
Certificate of Ownership
filed in this office on December 23, 1983.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: L. May

DATE: August 29, 1984

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GATX/GFI LEASING CORP.
(a Delaware corporation)

INTO

GATX LEASING CORPORATION
(a Delaware corporation)

GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

FIRST: That this Corporation was incorporated on January 9, 1968 as GATX/Boothe Corporation pursuant to the General Corporation Law of the State of Delaware. The name of this Corporation was changed to GATX Leasing Corporation on February 1, 1972.

SECOND: That this Corporation owns all of the issued and outstanding stock of GATX/GFI Leasing Corp. ("GATX/GFI"), a corporation incorporated on September 20, 1974, under the General Corporation Law of the State of Delaware as Gould Broadcasters, Inc.

THIRD: That this Corporation, by the following resolutions of its Board of Directors duly adopted on December 19, 1983, by unanimous written consent of its members, determined to merge GATX/GFI into this Corporation:

RESOLVED, that GATX/GFI Leasing Corp. ("GATX/GFI") shall be merged into this Corporation (the "Merger") effective 11:59 p.m., December 31, 1983 (the "Effective Date"); that the separate existence of GATX/GFI shall thereupon cease; and the identity, existence, rights, privileges, immunities, powers and purposes of this Corporation shall on and after the Effective Date continue unaffected and unimpaired by the Merger.

RESOLVED, that, pursuant to (but not in limitation of) Section 259 of the General Corporation Law of the State of Delaware, this Corporation shall, on the Effective Date, assume all debts, liabilities and duties of GATX/GFI to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all the rights, privileges, powers and franchises of GATX/GFI, and all property of GATX/GFI, personal, real and mixed, shall, on the Effective Date, vest in this Corporation.

RESOLVED, that, on the Effective Date, GATX/GFI's Common Stock shall be surrendered to this Corporation, without endorsement, to be cancelled and filed in the minute books of GATX/GFI, and such stock shall not from such date be deemed outstanding.

RESOLVED, that the officers of this Corporation be, and each of them is, authorized and directed to make, execute, deliver all such agreements and certificates (including a "Certificate of Ownership and Merger"), receipts, instruments and documents and to file such documents in such public offices, in the name and on behalf of this Corporation, under its corporate seal or otherwise, and to incur and pay all such expenses as in their judgment shall be necessary, proper or advisable in order carry out fully the intent of the foregoing resolutions.

IN WITNESS WHEREOF, GATX LEASING CORPORATION has caused this certificate to be signed by Thomas C. Nord, its Vice President and General Counsel, and attested by Deborah V. Rice, its Assistant Secretary, this December 22nd, 1983.

GATX LEASING CORPORATION

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L



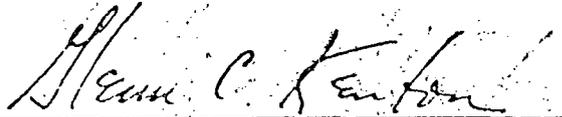
State
of
DELAWARE

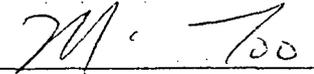


Office of **SECRETARY OF STATE**

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on December 4, 1981.




Glenn C. Kenton, Secretary of State

BY: 

DATE: December 4, 1981

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

GOULD FINANCIAL INC., a corporation organized
and existing under and by virtue of the General Corporation
Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation,
at a meeting duly held, adopted a resolution proposing and de-
claring advisable the following amendment to the Certificate of
Incorporation, as amended of said corporation:

RESOLVED, that the Certificate of Incorporation
of this Corporation, Gould Financial Inc. be amended
by changing the Article thereof numbered "1." so
that, as further amended, said Article shall be and
read as follows:

"The name of the Corporation is
GATX/GFI Leasing Corp."

SECOND: That in lieu of a meeting and vote of stockholders,
the stockholders have given unanimous written consent to said
amendment in accordance with the provisions of Section 228 of
The General Corporation Law of the State of Delaware.

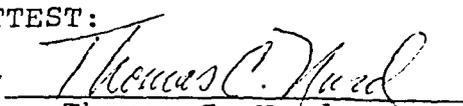
THIRD: That the aforesaid amendment was duly adopted in
accordance with the applicable provisions of Sections 242 and 228
of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gould Financial Inc. has caused
this certificate to be signed by David B. Larsen, its Vice President
and attested by Thomas C. Nord, its Assistant Secretary.

GOULD FINANCIAL INC.

BY 
David B. Larsen
Vice President

ATTEST:

BY 
Thomas C. Nord
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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF GATX LEASING CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING GATX EQUIPMENT LESSORS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1983, AT 9:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

! ! ! ! ! ! ! ! ! !

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10155675

DATE: 01/11/1984

833570440

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GATX EQUIPMENT LESSORS, INC.
(a Delaware corporation)

INTO

GATX LEASING CORPORATION
(a Delaware corporation)

GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

FIRST: That this Corporation was incorporated on January 9, 1968 as GATX/Boothe Corporation pursuant to the General Corporation Law of the State of Delaware. The name of this Corporation was changed to GATX Leasing Corporation on February 1, 1972.

SECOND: That this Corporation owns all of the issued and outstanding stock of GATX Equipment Lessors, Inc. ("GEL"), a corporation incorporated on July 1, 1974, under the General Corporation Law of the State of Delaware as Marli Corporation.

THIRD: That this Corporation, by the following resolutions of its Board of Directors duly adopted on December 19, 1983, by unanimous written consent of its members, determined to merge GEL into this Corporation:

RESOLVED, that GATX Equipment Lessors Inc. ("GEL") shall be merged into this Corporation (the "Merger") effective 11:59 p.m., December 31, 1983 (the "Effective Date"); that the separate existence of GEL shall thereupon cease; and the identity, existence, rights, privileges, immunities, powers and purposes of this Corporation shall on and after the Effective Date continue unaffected and unimpaired by the Merger.

RESOLVED, that, pursuant to (but not in limitation of) Section 259 of the General Corporation Law of the State of Delaware, this Corporation shall, on the Effective Date, assume all debts, liabilities and duties of GEL to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all the rights, privileges, powers and franchises of GEL, and all property of GEL, personal, real and mixed, shall, on the Effective Date, vest in this Corporation.

RESOLVED, that, on the Effective Date, GEL's Common Stock shall be surrendered to this Corporation, without endorsement, to be cancelled and filed in the minute books of GEL, and such stock shall not from such date be deemed outstanding.

RESOLVED, that the officers of this Corporation be, and each of them is, authorized and directed to make, execute, deliver all such agreements and certificates (including a "Certificate of Ownership and Merger"), receipts, instruments and documents and to file such documents in such public offices, in the name and on behalf of this Corporation, under its corporate seal or otherwise, and to incur and pay all such expenses as in their judgment shall be necessary, proper or advisable in order carry out fully the intent of the foregoing resolutions.

IN WITNESS WHEREOF, GATX LEASING CORPORATION has caused this certificate to be signed by Thomas C. Nord, its Vice President and General Counsel, and attested by Deborah V. Rice, its Assistant Secretary, this December 22nd, 1983.

GATX LEASING CORPORATION

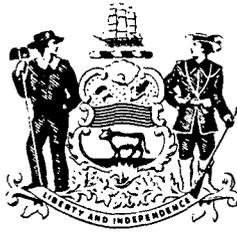
By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF GATX LEASING CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING GATX SECOND AIRCRAFT CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1983, AT 9:04 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1


Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10155639

DATE: 01/11/1984

833570439

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GATX SECOND AIRCRAFT CORPORATION
(a Delaware corporation)

INTO

GATX LEASING CORPORATION
(a Delaware corporation)

GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

FIRST: That this Corporation was incorporated on January 9, 1968 as GATX/Boothe Corporation pursuant to the General Corporation Law of the State of Delaware. The name of this Corporation was changed to GATX Leasing Corporation on February 1, 1972.

SECOND: That this Corporation owns all of the issued and outstanding stock of GATX Second Aircraft Corporation ("Second Aircraft"), a corporation incorporated on October 4, 1968, under the General Corporation Law of the State of Delaware as GATX/Boothe Second Aircraft Corporation.

THIRD: That this Corporation, by the following resolutions of its Board of Directors duly adopted on December 19, 1983, by unanimous written consent of its members, determined to merge Second Aircraft into this Corporation:

RESOLVED, that GATX Second Aircraft Corporation ("Second Aircraft") shall be merged into this Corporation (the "Merger") effective 11:59 p.m., December 31, 1983 (the "Effective Date"); that the separate existence of Second Aircraft shall thereupon cease; and the identity, existence, rights, privileges, immunities, powers and purposes of this Corporation shall on and after the Effective Date continue unaffected and unimpaired by the Merger.

RESOLVED, that, pursuant to (but not in limitation of) Section 259 of the General Corporation Law of the State of Delaware, this Corporation shall, on the Effective Date, assume all debts, liabilities and duties of Second Aircraft to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all the rights, privileges, powers and franchises of Second Aircraft, and all property of Second Aircraft, personal, real and mixed, shall, on the Effective Date, vest in this Corporation.

RESOLVED, that, on the Effective Date, Second Aircraft's Common Stock shall be surrendered to this Corporation, without endorsement, to be cancelled and filed in the minute books of Second Aircraft, and such stock shall not from such date be deemed outstanding.

RESOLVED, that the officers of this Corporation be, and each of them is, authorized and directed to make, execute, deliver all such agreements and certificates (including a "Certificate of Ownership and Merger"), receipts, instruments and documents and to file such documents in such public offices, in the name and on behalf of this Corporation, under its corporate seal or otherwise, and to incur and pay all such expenses as in their judgment shall be necessary, proper or advisable in order carry out fully the intent of the foregoing resolutions.

IN WITNESS WHEREOF, GATX LEASING CORPORATION has caused this certificate to be signed by Thomas C. Nord, its Vice President and General Counsel, and attested by Deborah V. Rice, its Assistant Secretary, this December 22nd, 1983.

GATX LEASING CORPORATION

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L



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 attached is a true and correct copy of
Certificate of Ownership
filed in this office on December 23, 1983.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

L. May

DATE: August 29, 1984

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GATX AIRCRAFT CORPORATION
(a Delaware corporation)

INTO

GATX LEASING CORPORATION
(a Delaware corporation)

GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

FIRST: That this Corporation was incorporated on January 9, 1968 as GATX/Boothe Corporation pursuant to the General Corporation Law of the State of Delaware. The name of this Corporation was changed to GATX Leasing Corporation on February 1, 1972.

SECOND: That this Corporation owns all of the issued and outstanding stock of GATX Aircraft Corporation ("Aircraft"), a corporation incorporated on April 5, 1968, under the General Corporation Law of the State of Delaware as GATX/Boothe Aircraft Corporation.

THIRD: That this Corporation, by the following resolutions of its Board of Directors duly adopted on December 19, 1983, by unanimous written consent of its members, determined to merge Aircraft into this Corporation:

RESOLVED, that GATX Aircraft Corporation ("Aircraft") shall be merged into this Corporation (the "Merger") effective 11:59 p.m., December 31, 1983 (the "Effective Date"); that the separate existence of Aircraft shall thereupon cease; and the identity, existence, rights, privileges, immunities, powers and purposes of this Corporation shall on and after the Effective Date continue unaffected and unimpaired by the Merger.

RESOLVED, that, pursuant to (but not in limitation of) Section 259 of the General Corporation Law of the State of Delaware, this Corporation shall, on the Effective Date, assume all debts, liabilities and duties of Aircraft to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all the rights, privileges, powers and franchises of Aircraft, and all property of Aircraft, personal, real and mixed, shall, on the Effective Date, vest in this Corporation.

RESOLVED, that, on the Effective Date, Aircraft's Common Stock shall be surrendered to this Corporation, without endorsement, to be cancelled and filed in the minute books of Aircraft, and such stock shall not from such date be deemed outstanding.

RESOLVED, that the officers of this Corporation be, and each of them is, authorized and directed to make, execute, deliver all such agreements and certificates (including a "Certificate of Ownership and Merger"), receipts, instruments and documents and to file such documents in such public offices, in the name and on behalf of this Corporation, under its corporate seal or otherwise, and to incur and pay all such expenses as in their judgment shall be necessary, proper or advisable in order carry out fully the intent of the foregoing resolutions.

IN WITNESS WHEREOF, GATX LEASING CORPORATION has caused this certificate to be signed by Thomas C. Nord, its Vice President and General Counsel, and attested by Deborah V. Rice, its Assistant Secretary, this December 22nd, 1983.

GATX LEASING CORPORATION

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L