

GATX

4-345A072

NSC Number 13712

GATX LEASING CORPORATION

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

No. _____
Date _____
160.00
ICC File Number 21

\$ 160
\$ 70 - original
\$ 150 - cross indexing

October 22, 1984

14497

FILED FOR REGISTRATION FILED 1425

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

DEC 10 1984 PM
INTERSTATE COMMERCE COMMISSION

REC'D
DEC 10 2 36 PM '84
MOTOR VEHICLE DIVISION

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.

Handwritten signature: Wendy M. O.G. Karsten

25

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



RECEIVED
1984 AUG 29 10 10 AM
SECRETARY OF STATE

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 27th, 1983.

GATX/GFI LEASING CORP.

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L

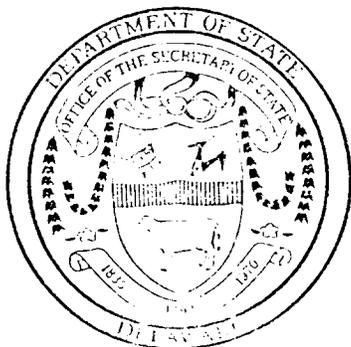


State
of
DELAWARE



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."

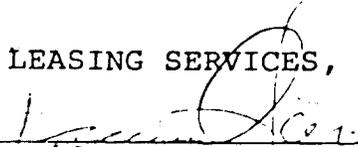
SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware.

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.

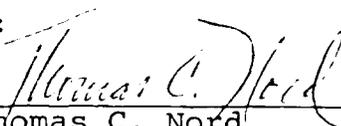
IN WITNESS WHEREOF, Gould Leasing Services, Inc. has caused this certificate to be signed by David B. Larsen,

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

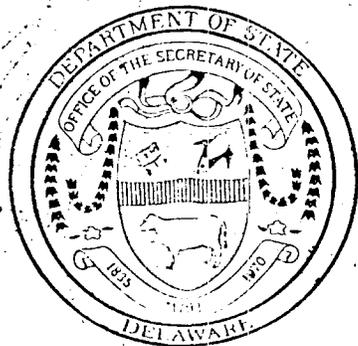


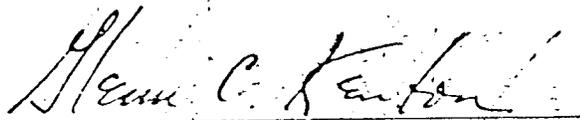
State
of
DELAWARE



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.

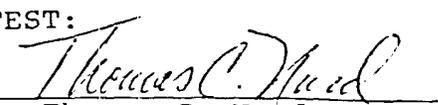
THIRD: That the aforesaid amendment was duly adopted in
accordance with the applicable provisions of Sections 242 and 228
of the General Corporation Law of the State of Delaware.

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 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 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 27th, 1983.

GATX LEASING CORPORATION

By Thomas C. Nord
Vice President
and General Counsel

ATTEST:

By Deborah V. Rice
Assistant Secretary

2704L

Lessee: Burlington Northern, Inc.
 Lessor: First National State Bank of New Jersey as trustee
 for Gould Leasing Services, Inc.

Title and Date of Recorded Document	Date and Time of Filing with ICC ICC Recordation No.
Conditional Sale Agreement No. 1 dated as of May 1, 1975 between First National State Bank of New Jersey as trustee under a Trust Agreement dated as of May 1, 1975 with Gould Leasing Services Inc. as lessor and General Electric Co.	June 4, 1975 -- 3:45 p.m. #7944
Lease of Railroad Equipment No. 1 dated as of May 1, 1975 between Burlington Northern Inc. as lessee and First National State Bank of New Jersey as trustee under a Trust Agreement dated as of May 1, 1975 with Gould Leasing Services Inc. as lessor.	June 4, 1975 -- 3:45 p.m. #7944-B
Agreement and Assignment No. 1 dated as of May 1, 1975 between General Electric Company and First National Bank of Minneapolis as agent.	June 4, 1975 -- 3:40 p.m. #7944-A
Assignment of Lease and Agreement No. 1 dated as of May 1, 1975 between First National State Bank of New Jersey as trustee and First National Bank of Minneapolis.	June 4, 1975 -- 3:40 p.m. #7944-C

Lessee: .North American Car Corporation
Lessor: American Security and Trust Company as trustee .
for Gould Leasing Services, Inc.

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Conditional Sale Agreement (No. 6) dated as of March 1, 1974 among Pullman Inc., American Security and Trust Company as trustee and North American Car Corporation.	June 10, 1974 -- 12:10 p.m. #7534
Lease of Railroad Equipment (IV) dated as of March 1, 1974 between North American Car Corporation and American Security and Trust Company as trustee.	June 10, 1974 -- 12:10 p.m. #7534-A

Lessee: Missouri-Pacific Railroad Company
Trustor: Gould Leasing, Inc.

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Conditional Sale Agreement dated as of May 15, 1973 among General Electric Company as vendor; Herold K. Criswell, Claude S. Braumann and Weldon J. Smith as trustees under a Trust Agreement dated as of May 15, 1973 with Gould Leasing Inc. as vendee and Missouri-Pacific Railroad Company as guarantor.	June 15, 1973 -- 9:10 a.m. #7065
Lease of Railroad Equipment dated as of May 15, 1973 between Missouri-Pacific Railroad Company as Lessee and Harold K. Criswell, Claude S. Braumann and Weldon J. Smith as trustees under a Trust Agreement dated as of May 15, 1973 with Gould Leasing, Inc. as lessor.	June 15, 1973 -- 9:10 a.m. #7065-A
Collateral Assignment of Lease and Agreement dated as of May 15, 1973 between Harold K. Criswell, Claude J. Braumann and Weldon J. Smith as trustees under a Trust Agreement dated as of May 15, 1973 with Gould Leasing, Inc. and Wells Fargo Bank N.A.	June 15, 1973 -- 9:10 a.m. #7065-C
Agreement and Assignment dated as of May 15, 1973 between General Electric Company and Wells Fargo Bank N.A. as agent.	June 15, 1973 -- 9:10 a.m. #7065

Lessee: Trailer Train Company
Lessor: GATX Equipment Lessors, Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Equipment Trust Agreement
dated as of April 1, 1972
among Manufacturers Hanover
Trust Company as trustee,
First Western Bank and Trust
Company as trustee and Trailer
Train Company.

April 28, 1972 -- 1:00 p.m.
#6569

Lease of Equipment dated as
April 1, 1972 between First
Western Bank and Trust
Company as trustee and Trailer
Train Company

April 28, 1972 - 1:00 p.m.
#6569-A

Lessee: Chicago, Milwaukee, St. Paul and Pacific Railroad
Company
Trustor: Gould Leasing Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Trust Agreement dated as of
April 1, 1973 among Gould
Leasing, Inc. as trustor
and Harold K. Criswell,
Claude S. Braumann and
Weldon J. Smith as trustees.

Acquisition Agreement dated
as of April 1, 1973 among
Chicago, Milwaukee, St. Paul
and Pacific Railroad Company
as lessee, Harold K. Criswell,
Claude S. Braumann and Weldon
J. Smith as trustees-vendees and
David C. Young and Roland W.
Spangenberg as owner-vendor.

Conditional Sale Agreement
dated as of April 1, 1973 among
David C. Young and Roland W.
Spangenberg as owner-vendors,
Harold R. Criswell, Claude S.
Braumann and Weldon J. Smith
as trustees-vendee and Chicago,
Milwaukee, St. Paul and Pacific
Railroad Company as guarantor.

June 11, 1973 - 10:05 a.m.
#7054

Lessee: The Chesapeake and Ohio Railway Company
Lessor: Gould Leasing Inc.

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Acquisition Agreement dated as of March 1, 1971 among the Chesapeake and Ohio Railway Company; D. E. Mundell and Ben Maushardt as trustees; United States Leasing International Inc. as agent for trustees and the Chessie Corp. manufacturer.	
Acquisition Agreement dated as of March 1, 1971 among the Chesapeake and Ohio Railway Company; D. E. Mundell and Ben Maushardt as trustees; United States Leasing International Inc. as agent for trustees and International Ramco, Inc. manufacturer.	
Equipment Lease among D. E. Mundell and Ben Maushardt as trustees and lessor; United States Leasing International Inc. as agent for Lessor and the Chesapeake and Ohio Railway Company as lessee.	April 7, 1971 -- 2:35 p.m. #6095-A
Conditional Sale Agreement dated as of March 1, 1971 among the Chessie Corporation, International Ramco, Inc. as manufacturers, D. E. Mundell and Ben Maushardt as trustee, United States Leasing International as agent for trustees and the Chesapeake & Ohio Railway Co. as guarantor.	April 7, 1971 -- 2:35 p.m. #6095
Agreement and Assignment dated as of March 1, 1971 among the Chessie Corporation, International Ramco, Inc. as manufacturers and Bank of America N.T. & S.A. as agent and assignee.	May 17, 1971 -- 12:40 p.m. #6095-D

Lessee: Consolidated Rail Corporation
Beneficiary: Gould Leasing Inc.

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Lease of Railroad Equipment dated as of December 23, 1977 between Consolidated Rail Corporation and Manufacturers National Bank of Detroit.	March 31, 1978 - 3:40 p.m. #9302
Revolving Loan Agreement dated as of December 23, 1977 between Conrail 1978 Trust No. 1 and First Pennsylvania Bank N.A.	March 31, 1978 -- 3:40 p.m. #9302-A
Assignment and Security Agreement dated as of December 23, 1977 between Conrail 1978 Trust No. 1 and First Pennsylvania Bank N.A.	March 31, 1978 - 3:40 p.m. #9302-E

Lessee: Consolidated Rail Corporation
Beneficiary: Gould Financial Inc.

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Lease of Railroad Equipment dated as of February 1, 1979 between Consolidated Rail Corporation and The Connecticut Bank and Trust Company as trustee.	March 16, 1979 - 2:25 p.m. #10210-B
Assignment of Lease and Agreement dated as of February 1, 1979 between The Connecticut Bank and Trust Company as lessor and the Beneficiaries in Annex A (including Gould Financial).	March 16, 1979 - 2:25 p.m. #10210-C
Agreement and Assignment dated as of February 1, 1979 between General Motors Corporation and General Electric Company and Mercantile Safe Deposit and Trust Company as agents.	March 16, 1979 -- 2:25 p.m. #10210-A
Trust Agreement dated as of February 1, 1979 among Heleasco Eight Inc. MLL Leasing Corp., Gould Leasing Services Inc. as beneficiaries and The Connecticut Bank and Trust Company as trustee.	

Lessee: Canadian National Railways
Lessor: GATX Equipment Lessors, Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Purchase Agreement dated as of April 15, 1973 between First Security Bank of Utah N.A. as owner-trustee. Secured by lease obligations of Canadian National Railways Corporation.

Lease of Equipment No. 2 dated as of April 15, 1973 between First Security Bank of Utah N.A. as owner-trustee and Canadian National Railways Corporation.

July 9, 1973 -- 11:40 a.m.
#7096-A

Assignment of Lease and Agreement No. 2 dated as of April 15, 1973 between First Security Bank of Utah N.A. as owner-trustee and Mercantile Safe Deposit and Trust Company as trustee.

July 9, 1973 -- 11:40 a.m.
#7096-B

Agreement to Sell an Interest in Trust and Equipment No. 3 dated as of December 1, 1982 between Colonial Bank as seller and GATX Equipment Lessors, Inc. as buyer.

Lessee: Brae Corporation
Lessor: Gould Financial Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Lease of Railroad Equipment
dated as of December 1, 1978
between Brae Corporation as
lessee and Gould Financial,
Inc. as lessor.

January 3, 1979 - 2:50 p.m.
#9993

Lease of Railroad Equipment
dated as of December 1, 1978
between Brae Corporation as
lessor and Michigan Interstate
Railway Company as lessee.

January 3, 1979 - 2:50 p.m.
#9992

Assignment of Lease dated as
of December 1, 1978 between
Brae Corporation as lessee
and Gould Financial Inc. as
lessor.

January 3, 1979 - 2:50 p.m.
#9992-A

Lessee: Bessemer and Lake Erie Railroad Company
Lessor: Gould Leasing Services, Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Equipment Lease dated as of
May 1, 1980 between Gould
Leasing Services, Inc. as
lessor and Bessemer and
Lake Erie Railroad Company
as lessee.

March 29, 1982 -- 2:55 p.m.
#13610

Agreement to Amend Security
Agreement-Trust Deed dated
as of July 1, 1980 between
Gould Leasing Services, Inc.
as debtor and Mercantile-Safe
Deposit and Trust Company as
secured party.

May 18, 1982 -- 2:50 p.m.
#10263-A

Lessee: Seaboard Coast Line Railroad Company

<u>Title and Date of Recorded Document</u>	<u>Date and Time of Filing with ICC ICC Recordation No.</u>
Conditional Sale Agreement dated as of January 2, 1969 among Pullman Incorporated as manufacturer; D. E. Mundell and Ben Maushardt as trustees; U. S. Leasing International, Inc. as agent for trustee and Seaboard Cost Line Railroad Company as guarantor.	February 12, 1969 - 9:20 a.m. #5149-A
Equipment Lease dated as of January 2, 1969 among D. E. Mundell and Ben Maushardt as trustees and lessor; U.S. Leasing International Inc. as agent for lessor; Seaboard Coast Line Railroad Company as lessee.	February 12, 1969 - 9:20 a.m. #5149
Agreement and Assignment dated as of January 2, 1969 between Pullman Incorporated as manufacturer and Wells Fargo Bank N.A. as agent and assignee.	February 12, 1969 - 9:20 a.m. #5149-B
Agreement to Sell an Interest in Trust and Equipment dated as of December 16, 1981 between GATX Second Aircraft Corporation and The First National Bank of Atlanta.	
Assignment of an Interest in Trust and Equipment dated as of December 16, 1981 (signed by First Atlanta Leasing Co.).	

Lessee: Baltimore and Ohio Railroad
Lessor: GATX Equipment Lessors, Inc.

Title and Date of Recorded
Document

Date and Time of Filing with ICC
ICC Recordation No.

Agreement for Purchase and
Sale of Lessor's Interest in
Lease of Railroad Equipment
dated December 18, 1981
between Fairlane Equipment
Company and GATX Equipment
Lessors, Inc.

December 28, 1981 - 10:20 a.m.
#5160-D

Transfer Agreement and
Assignment of Lease of
Railroad Equipment and
Conditional Sale Agreement
dated December 18, 1981
between Fairlane Equipment
Company, as Assignor and
GATX Equipment Lessors, Inc.,
as Assignee.

Interstate Commerce Commission
Washington, D.C. 20423

12/11/84

OFFICE OF THE SECRETARY

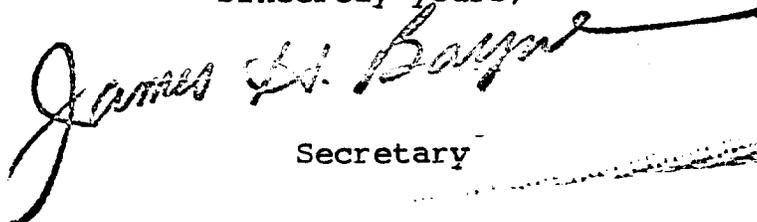
Thomas C. Nord
GATX Leasing Corporation
Four EMBARCADERO Center, Suite 2200
San Francisco, Calif. 94111

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 12/10/84 at 2:45pm and assigned re-
recording number(s). 14497, 5149-C, 5160-E, 6095-G, 6569-C, 7054-H

7065-D
7096-F
7534-F
7944-D
9302-I
9992-B
9993-A
10210-D
10263-B
13610-A
Enclosure(s)

Sincerely yours,



Secretary