Copy to Rec No. 6095

GATX

RECORDATION NO. 6095-B Filed 1425

DEC 10 1984 -2 45 PM

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.

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

STATEMENT RE MERGER OF
GATX/GFI LEASING CORP.
INTO GATX LEASING CORPORATION

I, Thomas C. Nord, Vice President and General Counsel of GATX/GFI Leasing Corp., a Delaware corporation, until December 31, 1983 when it was merged into GATX Leasing Corporation, a Delaware corporation, of which I am Vice President and General Counsel, am authorized to and do state that the facts set forth in my letter of October 22, 1984, to which this statement is attached, are true and correct.

Thomas C. Nord
Thomas C. Nord

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

I, Evangeline F. Fujita, a Notary Public in and for said State, City and County, do hereby certify that Thomas C. Nord, whose name as Vice President and General Counsel of GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, U.S.A., is signed to the foregoing Statement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22nd day of October, 1984.

OFFICIAL SEAL
EVANGELINE F FUJITA
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 28, 1988

Evangeline F. Fujita
Notary Public in and for the
City and County of San Francisco,
California, U.S.A.

0539F/60

STATEMENT RE MERGER OF
GATX SECOND AIRCRAFT CORPORATION
INTO GATX LEASING CORPORATION

I, Thomas C. Nord, Vice President and General Counsel of GATX Second Aircraft Corporation, a Delaware corporation, until December 31, 1983 when it was merged into GATX Leasing Corporation, a Delaware corporation, of which I am Vice President and General Counsel, am authorized to and do state that the facts set forth in my letter of October 22, 1984, to which this statement is attached, are true and correct.

Thomas C. Nord
Thomas C. Nord

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

I, Evangeline F. Fujita, a Notary Public in and for said State, City and County, do hereby certify that Thomas C. Nord, whose name as Vice President and General Counsel of GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, U.S.A., is signed to the foregoing Statement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22nd day of October, 1984.

OFFICIAL SEAL
EVANGELINE F FUJITA
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 28, 1988

Evangeline F. Fujita
Notary Public in and for the
City and County of San Francisco,
California, U.S.A.

0539F/61

STATEMENT RE MERGER OF
GATX AIRCRAFT CORPORATION
INTO GATX LEASING CORPORATION

I, Thomas C. Nord, Vice President and General Counsel of GATX Aircraft Corporation, a Delaware corporation, until December 31, 1983 when it was merged into GATX Leasing Corporation, a Delaware corporation, of which I am Vice President and General Counsel, am authorized to and do state that the facts set forth in my letter of October 22, 1984, to which this statement is attached, are true and correct.

Thomas C. Nord
Thomas C. Nord

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

I, Evangeline F. Fujita, a Notary Public in and for said State, City and County, do hereby certify that Thomas C. Nord, whose name as Vice President and General Counsel of GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, U.S.A., is signed to the foregoing Statement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22nd day of October, 1984.

OFFICIAL SEAL
EVANGELINE F FUJITA
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 28, 1988

Evangeline F. Fujita
Notary Public in and for the
City and County of San Francisco,
California, U.S.A.

0539F/62

STATEMENT RE MERGER OF
GATX EQUIPMENT LESSORS, INC.
INTO GATX LEASING CORPORATION

I, Thomas C. Nord, Vice President and General Counsel of GATX Equipment Lessors, Inc., a Delaware corporation, until December 31, 1983 when it was merged into GATX Leasing Corporation, a Delaware corporation, of which I am Vice President and General Counsel, am authorized to and do state that the facts set forth in my letter of October 22, 1984, to which this statement is attached, are true and correct.

Thomas C. Nord
Thomas C. Nord

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

I, Evangeline F. Fujita, a Notary Public in and for said State, City and County, do hereby certify that Thomas C. Nord, whose name as Vice President and General Counsel of GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, U.S.A., is signed to the foregoing Statement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22nd day of October, 1984.

OFFICIAL SEAL
EVANGELINE F FUJITA
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 28, 1988

Evangeline F. Fujita
Notary Public in and for the
City and County of San Francisco,
California, U.S.A.

0539F/63

STATEMENT RE MERGER OF GATX/GLS LEASING CORP.

INTO GATX LEASING CORPORATION

I, Thomas C. Nord, Vice President and General Counsel of GATX/GLS Leasing Corp., a Delaware corporation, until December 31, 1983 when it was merged into GATX Leasing Corporation, a Delaware corporation, of which I am Vice President and General Counsel, am authorized to and do state that the facts set forth in my letter of October 22, 1984, to which this statement is attached, are true and correct.

Thomas C. Nord

Thomas C. Nord

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

I, Evangeline F. Fujita, a Notary Public in and for said State, City and County, do hereby certify that Thomas C. Nord, whose name as Vice President and General Counsel of GATX Leasing Corporation, a corporation organized and existing under the laws of the State of Delaware, U.S.A., is signed to the foregoing Statement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22nd day of October, 1984.

OFFICIAL SEAL
EVANGELINE F FUJITA
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 28, 1983

Evangeline F. Fujita

Notary Public in and for the City and County of San Francisco, California, U.S.A.

0712S/83

EXHIBIT A

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

Form 130

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 22nd, 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

Form 139

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

GOULD LEASING SERVICES, INC., a corporation organized and existing under and by virtue or 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

Form 130

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

Glenn C. Kenton, Secretary of State

BY: M. Too

DATE: December 4, 1981

Form 130

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 declaring 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

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.

! ! ! ! ! ! ! ! ! !

Glenn C. Kenton

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

Form 130

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