

EARL C. OPPERTHAUSER  
VICE PRESIDENT & GENERAL COUNSEL

JOHN C. DANIELSON  
GENERAL ATTORNEY

DENNIS W. KRAKOW  
SENIOR TRIAL ATTORNEY

ROBERT I. SCHELLIG, JR.  
TRIAL ATTORNEY

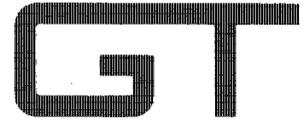
JOHN A. PONITZ  
TRIAL ATTORNEY

MARY P. SCLAWY  
SENIOR ATTORNEY

KEVIN M. STANKO  
ATTORNEY

GREGORY A. ROBERTS  
ATTORNEY

BRYAN A. SUNISLOE  
ATTORNEY



No. 6-072A070

Date MAR 13 1986

Fee \$ 10.00

ICC Washington, D.C.

Grand Trunk Western Railroad Co.

Law Department

131 West Lafayette Blvd.  
Detroit, Michigan 48226  
(313) 237-4000

Writer's Direct Line:  
(313) 237-4357

March 7, 1986  
File: 352

10297H  
MAR 13 1986 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Room 2215  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Sir:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act is an original and several copies of a certificate of merger between GAMS Transportation, Inc. and Great American Management Services, Inc. Pursuant to this merger, Great American Management Services, Inc. is now responsible for all the assets and obligations of GAMS Transportation, Inc.

On file at the Interstate Commerce Commission is a certain sublease of railroad equipment dated as of January 2, 1979 between Grand Trunk Western Railroad Company and GAMS Transportation, Inc. That sublease was filed with the Commission on April 3, 1981 and assigned recordation number 10297-H.

Parties to the current merger agreement are:

Sublessor: GAMS Transportation, Inc.  
1 East Fourth Street  
Suite 800  
Cincinnati, Ohio 45202

Assignee of  
the Sublessor: Great American Management Services, Inc.  
1 East Fourth Street  
Suite 800  
Cincinnati, Ohio 45202

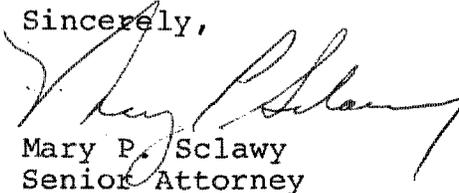
Equipment covered by the sublease and, therefore, assigned pursuant to the merger agreement is 191 XF boxcars numbered GTW 598200 through 598390, both inclusive.

Also enclosed is our check No. 1332 in the amount of \$10.00. Please accept one counterpart of the document for filing, stamp the remaining counterparts with your recordation number and

Secretary  
March 7, 1986  
Page Two

return them and your fee receipt to the undersigned at the address  
set out above.

Sincerely,



Mary P. Sclawy  
Senior Attorney

MPS:mg  
Enclosure

cc: J. E. Shepherd  
T. Walker  
W. Litfin  
E. G. Fontaine

Interstate Commerce Commission  
Washington, D.C. 20423

3/13/86

OFFICE OF THE SECRETARY

Mary P. Sclawy  
GT Western RR. Co.  
131 West Lafayette Blvd.  
Detroit, Michigan 48226

Dear Ms. Sclawy:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/13/86 at 10:50am and assigned re-  
recording number(s). 10297-K

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)



Department of State

# The State of Ohio

70800-1289

**Sherrod Brown**  
Secretary of State

460653

10397-K  
MAR 13 1986 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: \_\_\_\_\_

M E R T I C

of:

GREAT AMERICAN MANAGEMENT SERVICES, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll F800 at Frame 1290 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 20TH day of DEC,  
A.D. 1985.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

F0800-1290

460653  
APPROVED  
By: RBG  
Date: 12/20/85  
Amount: 50.

EF 12/31/85

CERTIFICATE OF MERGER

The undersigned, Vice President and Assistant Secretary of GAMS Transportation, Inc. and Vice President and Assistant Secretary of Great American Management Services, Inc., do hereby certify that the signed Agreement of Merger to which this certificate is attached was duly adopted by each of the said corporations in the following manner.

1. Robert A. Adams and Ronald C. Hayes, Vice President and Assistant Secretary of GAMS Transportation, Inc., respectively, hereby certify that pursuant to the corporation laws of the State of Ohio, the said Agreement of Merger was duly adopted by actions taken in writing pursuant to Section 1701.54 of the Ohio Revised Code by the sole shareholder holding 100% of the issued and outstanding shares of said corporation and by the Board of Directors of GAMS Transportation, Inc.

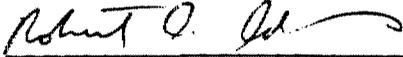
2. Robert A. Adams and Ronald C. Hayes, Vice President and Assistant Secretary of Great American Management Services, Inc., respectively, hereby certify that pursuant to the corporation laws of the State of Ohio, the said Agreement of Merger was duly adopted by actions taken in writing pursuant to Section 1701.54 of the Ohio Revised Code by the sole shareholder holding 100% of the issued and outstanding shares of said corporation and by the Board of Directors of Great American Management Services, Inc.

F0800-1291

IN WITNESS WHEREOF, the undersigned have hereunto set their hands at Cincinnati, Ohio this 9th day of December, 1985.

GAMS TRANSPORTATION, INC.

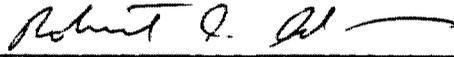
GREAT AMERICAN MANAGEMENT SERVICES, INC.



ROBERT A. ADAMS  
Vice President



RONALD C. HAYES  
Assistant Secretary



ROBERT A. ADAMS  
Vice President



RONALD C. HAYES  
Assistant Secretary

AGREEMENT OF MERGER

OF

GAMS TRANSPORTATION, INC.  
(An Ohio Corporation)

INTO

GREAT AMERICAN MANAGEMENT SERVICES, INC.  
(An Ohio Corporation)

This Agreement of Merger ("Merger") dated as of the 9th day of December, 1985, pursuant to Section 1701.78 of the Ohio Revised Code, between GAMS TRANSPORTATION, INC. (an Ohio corporation, hereinafter sometimes called "GAMS TRANS.") and GREAT AMERICAN MANAGEMENT SERVICES, INC. (an Ohio corporation, hereinafter sometimes called "GAMS" or the "Surviving Corporation"), such corporations being hereinafter sometimes collectively called the "Constituent Corporations":

W I T N E S S E T H:

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the respective Constituent Corporations, that GAMS TRANS. be merged into GAMS pursuant to this Agreement and the applicable provisions of the laws of the State of Ohio;

WHEREAS, GAMS has 500 shares of no par common stock authorized, of which 100 shares are outstanding and owned by Great American Insurance Company; and

WHEREAS, GAMS TRANS. has 100 shares of no par common stock authorized, of which 100 shares are outstanding and owned by Great American Insurance Company.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, it is agreed that GAMS TRANS. and GAMS shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Ohio, by GAMS TRANS. merging into GAMS, which shall be the Surviving Corporation, and the mode of carrying the same into effect shall be as follows:

(1) Merger and Surviving Corporation. GAMS TRANS. shall be merged into GAMS, and the corporate existence of GAMS TRANS. shall cease. The Surviving Corporation shall become the owner without other transfer of all of the rights, properties and privileges of the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed, and shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, including liability to dissenting shareholders.

(2) Articles of Incorporation and Code of Regulations (Bylaws). The Articles of Incorporation and Code of Regulations (Bylaws) of GAMS, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation and Code of Regulations (Bylaws) of the Surviving Corporation.

(3) Board of Directors and Officers. The Board of Directors of the Surviving Corporation, on the effective date of the merger shall be: Carl H. Lindner, Jr.,

Robert D. Lindner, Robert C. Lintz and Ronald F. Walker. The officers of the Surviving Corporation, on the effective date of the merger shall be: Carl H. Lindner, Jr., Chairman, Robert C. Lintz, President, Robert A. Adams, Vice President, Ronald F. Walker, Vice President, Gary J. Gruber, Assistant Vice President and Assistant Treasurer, Joan C. Schrier, Assistant Vice President, David A. Ammon, Treasurer, Karen Holley Horrell, Secretary, Ronald C. Hayes, Assistant Secretary, Sandra W. Heimann, Assistant Secretary, Thomas E. Mischell, Assistant Treasurer and Fred J. Runk, Assistant Treasurer.

(4) Mode of Effectuating Conversion of Outstanding Shares.

(a) The shares of common stock of GAMS, whether authorized or issued on the effective date of the merger, shall not be converted or exchanged as a result of the merger, but upon said date, all shares of common stock of GAMS theretofore authorized (whether issued or unissued) shall be and be deemed to be shares of common stock of the Surviving Corporation and all such shares of common stock outstanding on the effective date of the merger shall remain outstanding, shall be and be deemed fully-paid and non-assessable and shall retain all rights to accrued and unpaid dividends, if any.

(b) Each share of common stock of GAMS TRANS. and all rights in respect thereof, which shall be issued and outstanding on the effective date of this Agreement,

shall, by virtue of the merger and without action on the part of the holders thereof, automatically be cancelled.

(c) Each stock certificate which, prior to the effective date of the merger, represented common stock of GAMS shall thereafter be deemed for all corporate and lawful purposes to represent and evidence ownership of the number of shares of the Surviving Corporation set forth on the face of such certificate. Each stock certificate which prior to the effective date of the merger represented common stock of GAMS TRANS. shall thereafter be deemed for all corporate and lawful purposes to be cancelled and shall cease to represent rights of any kind whatsoever in any corporation as set forth in paragraph (b) of this section.

(5) Approval by Directors and Effective Date of Merger.

This Agreement shall be submitted for approval to the Shareholders and the Boards of Directors of the Constituent Corporations at meetings duly called and held for that purpose or in unanimous actions taken in writing. If this Agreement shall be approved and adopted by the requisite votes of such Shareholders and Boards of Directors, it shall be executed, and as promptly as practicable, this Agreement and/or such supporting documents as are required shall be filed and recorded in accordance with the laws of the State of Ohio. The effective date of the merger shall be December 31, 1985.

(6) Termination. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the date of filing the Agreement with the Secretary of State of Ohio.

(7) Statutory Agent. The Statutory Agent for service of process in the State of Ohio of the Surviving Corporation shall be CT Corporation System, Carew Tower, Cincinnati, Ohio 45202.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by a resolution adopted by their respective Boards of Directors have caused this Agreement to be executed as of the date first above written.

GAMS TRANSPORTATION, INC.

GREAT AMERICAN MANAGEMENT SERVICES, INC.

BY: Robert A. Adams  
ROBERT A. ADAMS  
Vice President

BY: Robert A. Adams  
ROBERT A. ADAMS  
Vice President

Attest:

Attest:

BY: Ronald C. Hayes  
RONALD C. HAYES  
Assistant Secretary

BY: Ronald C. Hayes  
RONALD C. HAYES  
Assistant Secretary

STATE OF OHIO )  
 ) ss.:  
COUNTY OF HAMILTON )

On this 9<sup>th</sup> day of December, 1985, before me, a Notary Public, personally appeared Robert A. Adams and Ronald C. Hayes, known to me to be the Vice President and Assistant Secretary of GAMS Transportation, Inc., the corporation that executed the within Agreement of Merger and acknowledged to me that said corporation executed same, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(SEAL)

*Barbara A. Grosser*  
Notary Public

STATE OF OHIO )  
 ) ss.:  
COUNTY OF HAMILTON )

BARBARA A. GROSSER  
Notary Public, State of Ohio  
My Commission Expires April 13, 1988

On this 9<sup>th</sup> day of December, 1985, before me, a Notary Public, personally appeared Robert A. Adams and Ronald C. Hayes, known to me to be the Vice President and Assistant Secretary of Great American Management Services, Inc., the corporation that executed the within Agreement of Merger and acknowledged to me that said corporation executed same, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(SEAL)

*Barbara A. Grosser*  
Notary Public

BARBARA A. GROSSER  
Notary Public, State of Ohio  
My Commission Expires April 13, 1988