12302-E

WELLS FARGO LEASING CORPORATION

February 25, 1983

RECORDATION NO. 12302-E Filed 1425

FEB 28 1983 · 12 15 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Madam Secretary:

On July 31, 1982, Wells Fargo Equipment Leasing Corporation, a California corporation ("WFELC"), was merged into its parent, Wells Fargo Leasing Corporation, also a California corporation ("WFLC"). A certified copy of the Certificate of Ownership effecting this merger is attached as Exhibit A. Upon the effectiveness of this merger and by operation of law, the separate existence of WFELC ceased and WFLC succeeded to all the rights and property of WFELC and became subject to all the debts and liabilities of WFELC.

Exhibit B hereto sets forth the instruments filed and recorded with the Commission to which WFELC is a party. We would appreciate your cross-referencing all of the filings set forth therein to indicate that WFLC is successor by merger to WFELC. Seven 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 five 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 $50.00 in payment of the Commission's fee of $10.00 for each cross-referencing.

Very truly yours,

WELLS FARGO LEASING CORPORATION

By Robert F. Darling

Robert F. Darling
Senior Vice President,
General Counsel and
Assistant Secretary

425 CALIFORNIA STREET • SAN FRANCISCO, CALIFORNIA 94104 • (415) 396-5151

STATEMENT

I, ROBERT F. DARLING, Senior Vice President, General Counsel and Secretary of Wells Fargo Equipment Leasing Corporation, a California corporation, until July 31, 1982 when it was merged into Wells Fargo Leasing Corporation, a California corporation, of which I am now Senior Vice President, General Counsel and Assistant Secretary, am authorized to and do state that the facts set forth in my letter of February 25, 1983, to which this statement is attached, are true and correct.

Robert F. Darling

Robert F. Darling

ACKNOWLEDGEMENT

On this 25th day of February, 1983, before me personally appeared Robert F. Darling, to me personally known, who, being by me duly sworn, says that he is Senior Vice President, General Counsel and Assistant Secretary of Wells Fargo Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

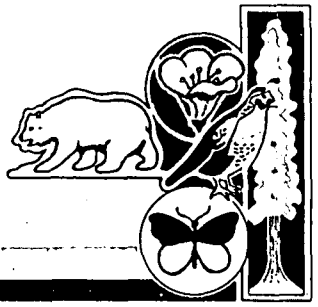
OFFICIAL SEAL
DENNIS L. RIEDLE
NOTARY PUBLIC - CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO
My Comm. Expires Sept. 5, 1986

Dennis L. Riedle

Notary Public

(Notarial Seal)

EXHIBIT A



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 2 1982

March Fong Eu

Secretary of State

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUL 3 1 1982
MARCH FONG EU, Secretary of State
By BILL HOLDEN
Deputy

CERTIFICATE OF OWNERSHIP

THEODORE J. ROGENSKI and ROBERT F. DARLING certify that:

1. They are the President and the Assistant Secretary, respectively, of WELLS FARGO LEASING CORPORATION, a California corporation.

2. WELLS FARGO LEASING CORPORATION owns 100% of the outstanding shares of WELLS FARGO EQUIPMENT LEASING CORPORATION, a California corporation.

3. The Board of Directors of WELLS FARGO LEASING CORPORATION has adopted the following resolutions by unanimous written consent:

RESOLVED, that under Section 1110 of the California Corporations Code the Corporation merge WELLS FARGO EQUIPMENT LEASING CORPORATION into itself and assume all of the obligations of WELLS FARGO EQUIPMENT LEASING CORPORATION.

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Senior Vice President, and the Secretary or any Assistant Secretary of the Corporation are authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise) and file at an appropriate time a Certificate of Ownership under Section 1110 of the California Corporations Code, and to take all other action considered necessary and proper to consummate the merger.

4. The effective date of the merger described above shall be July 31, 1982.

Theodore J. Rogenski
President

Robert F. Darling
Assistant Secretary

Each of the undersigned declares under the penalty of perjury that the statements in the above Certificate are true of his or her own knowledge, and that this declaration was executed on July 22, 1982 at San Francisco, California.

EXHIBIT B

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Utility Fuels, Inc. LEASE NO. 3158706

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.
Lease of Railroad Equipment dated as of October 1, 1980, between Utility Fuels, Inc., as Lessee, and The Connecticut Bank and Trust Company as Trustee for Wells Fargo Equipment Leasing Corporation, as Lessor	October 14, 1980 3:30 p.m. #12302
Assignment of Lease and Agreement dated as of October 1, 1980, between The Connecticut Bank and Trust Company as Trustee, and Mercantile-Safe Deposit and Trust Company as Agent	October 14, 1980 3:30 p.m. #12302 A
Conditional Sale Agreement dated as of October 1, 1980, between The Connecticut Bank and Trust Company as Trustee for Wells Fargo Equipment Leasing Corporation and ACF Industries, Incorporated	October 14, 1980 3:30 p.m. #12302 B
Agreement and Assignment dated as of October 1, 1980, between ACF Industries, Incorporated as Builder and Mercantile-Safe Deposit and Trust Company as Agent	October 14, 1980 3:30 p.m. #12302 C
Amendment Agreement No. 1 dated as of January 19, 1981, among The Connecticut Bank and Trust Company as Trustee for Wells Fargo Equipment Leasing Corporation, Utility Fuels, Inc., as Lessee, Mercantile-Safe Deposit and Trust Company as Agent and ACF Industries, Incorporated as Builder	February 9, 1981 2:00 p.m. #12302 D

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Oklahoma Gas and Electric Company LEASE NO. 3152519

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.
Conditional Sale Agreement dated January 1, 1981, between Thrall Car Manufacturing Company and WFELC	March 26, 1981 12:10 p.m. #13001
Agreement and Assignment dated January 1, 1981, between Thrall Car Manufacturing Company and The First National Bank and Trust Company of Oklahoma City as Agent	March 26, 1981 12:10 p.m. #13001 A
Lease of Railroad Equipment dated January 1, 1981, between Wells Fargo Equipment Leasing Corporation and Oklahoma Gas and Electric Company	March 26, 1981 12:10 p.m. #13001 B
Assignment of Lease and Agreement dated January 1, 1981, between WFELC and The First National Bank and Trust Company of Oklahoma City as Agent	March 26, 1981 12:10 p.m. #13001 C

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Utility Fuels, Inc. LEASE NO. 3158714

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.
Conditional Sale Agreement dated as of January 1, 1981, between WFELC and ACF Industries, Inc.	January 7, 1981 1:35 p.m. #12718
Agreement and Assignment dated as of January 1, 1981, between ACF Industries, Incorporated as Builder and Mercantile-Safe Deposit and Trust Company as Agent	January 7, 1981 1:35 p.m. #12718 A
Lease of Railroad Equipment dated as of January 1, 1981, between Utility Fuels, Inc. as Lessee and WFELC as Lessor	January 7, 1981 1:35 p.m. #12718 B
Assignment of Lease and Agreement dated as of January 1, 1981, between WFELC as Lessor and Mercantile-Safe Deposit and Trust Company as Agent	January 7, 1981 1:35 p.m. #12718 C

LEASE OF RAILROAD EQUIPMENT

LESSEE: WANDA PETROLEUM COMPANY LEASE NO. 3309101

LESSOR: WELLS FARGO EQUIPMENT LEASING CORPORATION

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.	
Assignment of Purchase Agreement dated as of February 17, 1981, between Wanda Petroleum Company and Wells Fargo Equipment Leasing Corporation.	February 20, 1981, #12942-A	1:00 p.m.
Lease Agreement dated as of February 17, 1981, between Wells Fargo Equipment Leasing Corporation and Wanda Petroleum Company.	February 20, 1981, #12942	1:00 p.m.

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Oklahoma Gas and Electric Company

LEASE NO. 3152501

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED DOCUMENTS	DATE AND TIME OF FILING WITH ICC ICC RECORDATION NO.
Conditional Sale Agreement dated January 1, 1980, between Thrall Car Manufacturing Company and Mercantile - Safe Deposit and Trust Company as Trustee	January 14, 1982 3:10 p.m. #11368
Agreement and Assignment dated as of January 1, 1980, between Thrall Car Manufacturing Company and The First National Bank and Trust Company of Oklahoma City, as Agent	January 14, 1980 3:10 p.m. #11368 A
Lease of Railroad Equipment dated January 1, 1980, between Mercantile-Safe Deposit and Trust Company as Trustee and Oklahoma Gas and Electric Company	January 14, 1980 3:10 p.m. #11368 B
Assignment of Lease and Agreement dated January 1, 1980, between Mercantile-Safe Deposit and Trust Company as Trustee and the First National Bank and Trust Company of Oklahoma City as Agent	January 14, 1980 3:10 p.m. #11368 C