

**CBL Capital Corporation**

A subsidiary of Citicorp

Executive Offices  
2655 Campus Drive  
Suite 200  
San Mateo, CA  
94403-2573

415/573-1200

3-232A003

RECORDATION NO. 15021-13 FILED 1425

AUG 20 1993 - 10 11 AM

INTERSTATE COMMERCE COMMISSION

**CITICORP** 

August 18, 1993

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

Attention: Ms. Mildred Lee

Re: *Equipment Leasing Agreement, dated as of December 1, 1985 (the "Leasing Agreement"), between ComPlan, Inc., as Lessor, and Idaho Power Company and Sierra Pacific Power Company, each as Lessees*

Dear Ms. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, two certified copies of a Certificate of Amendment of Certificate of Incorporation, dated as of June 3, 1992, changing ComPlan, Inc.'s corporate name to CBL Capital Corporation as well as a certificate from the Delaware Secretary of State. The enclosed Certificate of Amendment of Certificate of Incorporation was filed with the Delaware Secretary of State on June 4, 1992.

In connection with the recording of the above referenced document, please note the following information:

- (i) Name & address of Lessor: CBL Capital Corporation (as successor-in-interest to ComPlan, Inc.), 2655 Campus Drive, Suite 200, San Mateo, California 94403.
- (ii) Name & address of Lessees:  
Idaho Power Company, 1220 West Idaho Street, CHQ7, Boise, Idaho 83702  
  
Sierra Pacific Power Company, 6100 Neil Road, Reno, Nevada 89520
- (iii) General description of Railroad Equipment covered by the Leasing Agreement: 23 Ortner RD II Aluminum/Steel Rapid Discharge Cars bearing reporting marks VALX 86071 - 86093

(iv) Previous filings with the Interstate Commerce Commission covering the Railroad Equipment:

<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Leasing Agreement, dated as of December 1, 1985, between ComPlan, Inc. and Idaho Power Company and Sierra Pacific Power Company, as amended.	August 7, 1986	15021
Schedule A Equipment Schedule (to the Leasing Agreement)	August 7, 1986	15021 - A
Acceptance Certificate	August 7, 1986	15021 - B

Enclosed is our check in the amount of \$16.00 to record the enclosed Certificate of Amendment of Certificate of Incorporation. Please endorse (with the relevant recording information) one copy of the Certificate of Amendment of Certificate of Incorporation provided herewith and return it to my attention at the address referenced above.

Thank you for your assistance in this matter.

Please feel free to contact me at (800) 227-6516 if you have any questions regarding the contents of this letter.

Sincerely yours,



Lori A. Stoneback  
Legal Assistant -  
Contract Administration

/las  
Enclosures

cc: Edmond P. Browne

REGISTRATION NO. 10021-13 FILED FILE

AUG 20 1993 - 10 11 1993

**CERTIFICATE**

INTERSTATE COMMERCE COMMISSION

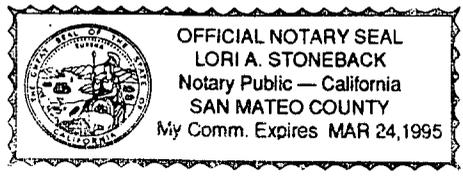
I, Curt A. Schultz, Secretary of CBL Capital Corporation (as successor-in-interest to ComPlan, Inc.), hereby certify that the attached is a true and correct copy of (1) the Certificate of Amendment of Certificate of Incorporation, dated as of June 3, 1992, changing ComPlan, Inc.'s corporate name to CBL Capital Corporation and (2) a Certificate from the Delaware Office of Secretary of State confirming the filing of the Certificate of Amendment of Certificate of Incorporation in its office on June 4, 1992.

By Curt A. Schultz  
Curt A. Schultz, Secretary

Date: August 18, 1993

Subscribed and sworn to before me this 18th day of August, 1993.

Lori A. Stoneback  
Notary Public



SK 2FG0832

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

REGISTRATION NO. 13021-13  
AUG 20 1993 - 10:15 AM  
INTERSTATE COMMERCE COMMISSION

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ComPlan, 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 by the unanimous written consent of its members, filed with the minutes of the Board, 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 ComPlan, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is CBL Capital Corporation.

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 Section 242 and 225 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ComPlan, Inc. has caused this certificate to be signed by William R. Silver, its President and attested by Debra M. Argenbright, its Assistant Secretary, this 3rd day of June, 1992.

COMPLAN, INC.

By William R. Silver  
President

Attest:

By Debra M. Argenbright  
Assistant Secretary

# State of Delaware



## Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMPLAN, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1992, AT 2 O'CLOCK P.M.

\* \* \* \* \*

92 JUN 11 A 10:27.0



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*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION: \*3473708

DATE: 06/04/1992

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