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File Number

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90093562

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Property of Cook County Clerk's Office

90093562

**Whereas**, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
METEL RAIL CORPORATION

DELAWARE

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State  
of Illinois, by virtue of the powers vested in me by law, do hereby  
issue this certificate and attach hereto a copy of the Application  
of the aforesaid corporation.*

**In Testimony Whereof**, *I have set my hand and cause to  
be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this* \_\_\_\_\_ *29th*

*day of* \_\_\_\_\_ **DECEMBER** \_\_\_\_\_ *AD 19* **89** *and*

*of the Independence of the United States*

*the two hundred and* \_\_\_\_\_ *14th*

*Jim Edgar*

SECRETARY OF STATE

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BCA-13.40 (Rev. Jul. 1984)

File # 5063-890-

JIM EDGAR  
Secretary of State  
State of Illinois

Submit in Duplicate

Remit payment in Check or Money  
Order, payable to "Secretary of  
State".

DO NOT SEND CASH!

### APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	12-29-89
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 35.10
Penalties	\$
Clerk	Jed

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is PULLMAN LEASING COMPANY

and, if a change of name is being reported, the new corporate name is ITEL RAIL CORPORATION

2. State or Country of Incorporation Delaware; Date of Incorporation 2/28/72; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 95 Francisco Street  
San Francisco, CA 94133

and the address of its principal office in Illinois is \_\_\_\_\_

4. The name and address of its registered agent and its registered office are:

Registered Agent	C T CORPORATION SYSTEM		
	First Name	Middle Name	Last Name
Registered Office	c/o C T CORPORATION SYSTEM, 208 S. La Salle Street		
	Number	Street	Suite # (A P.O. box also acceptable)
	Chicago	60604	Cook
	City	Zip Code	County

5. The states and countries in which it is admitted or qualified to transact business are:

Allstates except Hawaii

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	See Attached Rider			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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File No.

APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY TO  
TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is  
attached hereto, such has an additional \$25 fee.

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DEC 29 1989

JIM EDGAR  
Secretary of State

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

Howard L. Chabner, Secretary  
(Type or Print Name and Title)

(Signature of Secretary or Assistant Secretary)

*H L Chabner*  
8/14, 19 89

attested by  
Date

Robert C. Klernig, Vice President and  
(Type or Print Name and Title) Treasurer

(Signature of the Agent or Vice President)

*Robert Klernig*  
ITEL FAMI CORPORATION

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or Country wherein the corporation is being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

9. The amount of paid-in capital is \$ 213,430,000. "Paid-in Capital" replaces the terms stated Capital & Paid-in Surplus and is equal to the total of these accounts.

"A declaration as to a 'par value' is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate 'n/a'."

Class	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$ .10	1,000	1,000

8. The number of shares which it is authorized to issue and which it has issued are:  
The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.  
The purpose for which the corporation proposes to pursue in the State of Illinois is the leasing of railroad rolling stock/related services. As permitted under the Illinois Business Corporation Act.

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:  
If not sufficient space to cover this point, add one or more sheets of this size

293366000

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## RIDER

### ITEL RAIL CORPORATION

The names and respective addresses of  
Iitel Rail Corporation's officers and directors are:

#### Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Desmond P. Hayes	President and Chief Executive Officer	55 Francisco Street San Francisco, CA 94133
E. Loyd Manasco	Senior Vice President	55 Francisco Street San Francisco, CA 94133
Joe N. Behrendt	Vice President	55 Francisco Street San Francisco, CA 94133
Jeffrey A. Corbett	Vice President	55 Francisco Street San Francisco, CA 94133
William J. Groos	Vice President	55 Francisco Street San Francisco, CA 94133
William J. Herndon	Vice President	55 Francisco Street San Francisco, CA 94133
Robert C. Kiehle	Vice President and Treasurer	55 Francisco Street San Francisco, CA 94133
Paul L. Loveday	Vice President	55 Francisco Street San Francisco, CA 94133
Michael J. O'Gara	Vice President	200 S. Michigan Avenue Chicago, IL 60604
Howard L. Chabner	Secretary	55 Francisco Street San Francisco, CA 94133
Barbara Lazar	Assistant Secretary	200 S. Michigan Avenue Chicago, IL 60604
Kathryn M. Thyret	Assistant Secretary	55 Francisco Street San Francisco, CA 94133
David R. Wood	Assistant Secretary	55 Francisco Street San Francisco, CA 94133

#### Directors:

Rod F. Dammeyer	Director	Two North Riverside Plaza Chicago, IL 60601
Desmond P. Hayes	Chairman	55 Francisco Street San Francisco, CA 94133
Jack P. Edwards	Director	55 Francisco Street San Francisco, CA 94133

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DEC 29 1989

JIM EDGAR  
Secretary of State

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