

08-02-2000

FORM PTO-1584 (Rev. 8-93)

OMB No. 0651-0011 (exp. 4/94)

6.26.00



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FR SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

- Individual(s), General Partnership, Corporation-State, Other, Association, Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: June 30, 1997

2. Name and address of receiving party(ies)

Name: Union Pacific Railroad Company

Internal Address: Room 830 6

Street Address: 1416 Dodge St.

City: Omaha State: NE ZIP: 68179

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,617,082; 1,618,001; 1,622,919

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Denise C. Mazour

Internal Address: Suite 1111

Commercial Federal Bldg.

Street Address: 2120 So. 72nd St.

City: Omaha State: NE ZIP: 68124

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 120.00 E

Enclosed

Authorized to be charged to deposit account

Any deficiencies charge to:

8. Deposit account number:

26-0084

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Denise C. Mazour Name of Person Signing

Denise C. Mazour Signature

6/21/00 Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheets and information to: Commissioner of Patents & Trademarks, Box 500, Washington, DC 20540

TRADEMARK REEL: 002113 FRAME: 0353

08/02/2000 MTHA11 00000091 1617082

01 FC:481 02 FC:482

40.00 DP 50.00 DP

REGISTRATION NUMBER 08/02/2000 MTHA11 00000091-430

CHECK REFUND TOTAL: 130.00

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

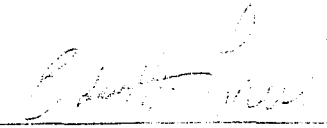
"THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "UNION PACIFIC RAILROAD COMPANY" UNDER THE NAME OF "UNION PACIFIC RAILROAD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF UTAH, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1997, AT 3 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

2768711 8100M
971216836





AUTHENTICATION: 8539252
DATE: 07-01-97

TRADEMARK
REEL: 002113 FRAME: 0354

CERTIFICATE OF MERGER
OF
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY
WITH AND INTO
UNION PACIFIC RAILROAD COMPANY

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Union Pacific Railroad Company, a Utah corporation ("UPRR"), hereby certifies to the following information relating to the merger (the "Merger") of The Denver and Rio Grande Western Railroad Company, a Delaware corporation ("DRGW"), with and into UPRR:

FIRST: The name and state of incorporation of each of the constituent corporations is:

<u>Name</u>	<u>State</u>
The Denver and Rio Grande Western Railroad Company	Delaware
Union Pacific Railroad Company	Utah

SECOND: An Agreement and Plan of Merger, dated as of May 29, 1997 (the "Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and the provisions of Section 16-10a-1107 of the Utah Revised Business Corporation Act.

THIRD: The name of the surviving corporation is Union Pacific Railroad Company (the "Surviving Corporation").

FOURTH: At the effective time of the Merger (the "Effective Time"), the Amended and Restated Articles of Incorporation of UPRR in effect immediately prior to the Effective Time shall be the articles of incorporation for the Surviving Corporation.


FIFTH: An executed copy of the Plan of Merger is on file at the principal place of business of UPRR, located at 1416 Dodge Street, Omaha, Nebraska 68179. A copy of the Plan of Merger will be furnished by UPRR, on request and without cost, to any stockholder of either UPRR or DRGW.

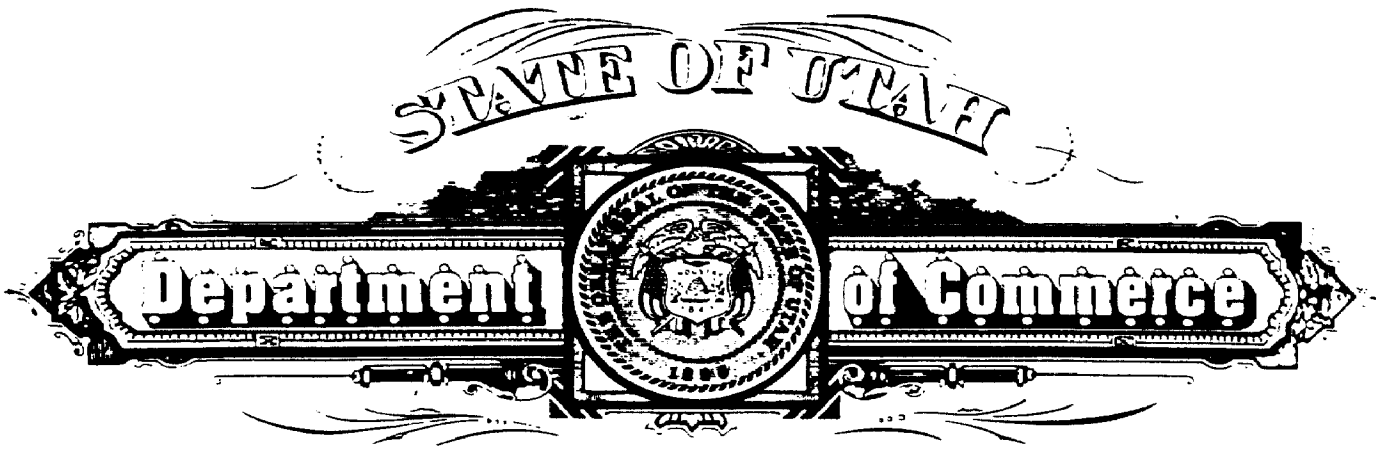
SIXTH: UPRR hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of DRGW, as well as for enforcement of any obligation of UPRR arising from the Merger, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Delaware to Room 830, 1416 Dodge Street, Omaha, Nebraska 68179, Attention: Vice President-Law.

SEVENTH: The Merger shall become effective at 5:00 p.m. Eastern Daylight Time on June 30, 1997.

IN WITNESS WHEREOF, UPRR has caused this Certificate of Merger to be executed by its duly authorized officer this 30th day of June, 1997.

UNION PACIFIC RAILROAD COMPANY

By: 
Name: Carl W. von Bernuth
Title: Vice President and General Counsel

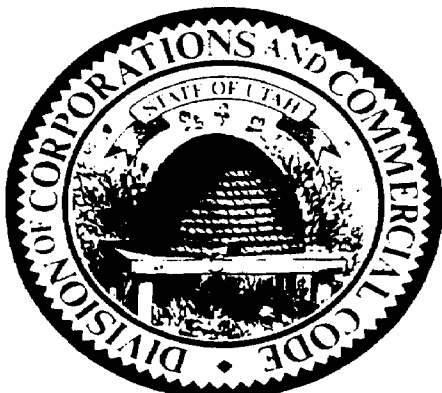


CERTIFICATION OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct, and complete copy of the Articles of Merger filed with this office on June 30, 1997 merging DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, THE, a corporation of the state of Delaware, into UNION PACIFIC RAILROAD COMPANY, the surviving corporation which is of the state of Utah,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: CO002083



Dated this 2nd day
of July, 19 97.

Karla S. Woods

Karla T. Woods
Director, Division of
Corporations and **TRADEMARK**
REEL: 002113 FRAME: 0357

801 536 6111;# 9/14
Co# 002083
015038
RECEIVED

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

EXPEDITE

I hereby certify that the foregoing has been read and approved on this 30 day of JULY 1997 in the office of this Division and hereby issue this Certificate thereof.

CONTAINS A DELAYED EFFECTIVE DATE

JUN 30 1997

Examiner KS Date 7/1/97

UTAH DIV. OF CORP. AND COMM. CODE



Karla S. Woods
Division Director

ARTICLES OF MERGER OF
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY
WITH AND INTO
UNION PACIFIC RAILROAD COMPANY
(Delaware corporation with and into Utah corporation)

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Pursuant to the provisions of Section 16-10a-1107 of the Utah Revised Business Corporation Act (the "Act"), Union Pacific Railroad Company, a Utah corporation ("UPRR"), hereby adopts and files the following Articles of Merger relating to the merger of The Denver and Rio Grande Western Railroad Company, a Delaware corporation ("DRGW"), with and into UPRR, with UPRR remaining as the surviving corporation:

FIRST: The name and place of incorporation of each corporation which is a party to the Merger (as defined below) is as follows:

<u>Name of Corporation</u>	<u>Place of Incorporation</u>
Union Pacific Railroad Company	Utah
The Denver and Rio Grande Western Railroad Company	Delaware

SECOND: The Agreement and Plan of Merger (the "Plan of Merger"), which is attached hereto as Exhibit A, governing the merger between DRGW and UPRR (the "Merger"), has been approved pursuant to resolutions duly adopted by the Board of Directors of DRGW and the Board of Directors of UPRR.

THIRD: At the effective time of the Merger (the "Effective Time"), the Amended and Restated Articles of Incorporation of UPRR in effect immediately prior to the Effective Time shall be the articles of incorporation for the Surviving Corporation (as defined below).

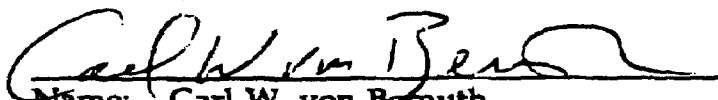
FOURTH: Immediately prior to the Merger, the only class of capital stock of DRGW was its Common Stock, no par value per share (the "DRGW Common Stock"), of which 6,331,118 shares were issued and outstanding. The Merger was duly approved by the written consent of the sole stockholder of DRGW. Immediately prior to the Merger, there were 54,910,568 shares of Common Stock, \$10.00 par value per share, of UPRR (the "UPRR Common Stock"), issued and outstanding and 4,774,832 shares of Class A Stock, par value \$10.00 per share ("UPRR Class A Stock"), issued and outstanding. UPRR Common Stock and UPRR Class A Stock are the only classes of capital stock of UPRR issued and outstanding. Pursuant to Section 16-10a-1103 of the Act, the Plan of Merger and the Merger were duly approved by each of the shareholders of UPRR.

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FIFTH: At the Effective Time, (i) DRGW shall merge with and into UPRR, which shall survive the Merger and continue as a Utah corporation (the "Surviving Corporation"), (ii) the separate existence of DRGW shall cease, as provided in the Act, (iii) all of the shares of DRGW Common Stock which shall be outstanding immediately prior to the Merger, and all rights in respect thereof, shall forthwith be converted into 2,908,488 shares of UPRR Common Stock and 252,912 shares of UPRR Class A Stock, and (iv) all shares of UPRR Common Stock and UPRR Class A Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

SIXTH: THE MERGER SHALL BECOME EFFECTIVE AT 5:00 P.M. EASTERN DAYLIGHT TIME ON JUNE 30, 1997.

UNION PACIFIC RAILROAD COMPANY



Name: Carl W. von Bernuth

Title: Vice President and General Counsel

June 30, 1997

G:\E\ARTMDRGW\JD

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of this 29th day of May, 1997, pursuant to Section 252 of the Delaware General Corporation Law and Sections 16-10a-1101 and 16-10a-1107 of the Utah Revised Business Corporation Act, between Union Pacific Railroad Company, a Utah corporation ("UPRR"), and The Denver and Rio Grande Western Railroad Company, a Delaware corporation ("DRGW").

WITNESSETH that:

WHEREAS, each of the constituent corporations deems it advisable and in its best interest to merge into a single corporation; and

WHEREAS, each of the constituent corporations desires to adopt this Agreement and Plan of Merger and to consummate the merger in accordance with the terms hereof;

NOW, THEREFORE, the corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: UPRR shall merge into itself DRGW, and DRGW shall be merged into UPRR (collectively, the "Merger"), with UPRR being the surviving corporation (the "Surviving Corporation").

SECOND: Upon the Effective Time (as defined below), the Amended and Restated Articles of Incorporation of UPRR in effect immediately prior to the Effective Time shall be the articles of incorporation for the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

(a) All of the shares of Common Stock, no par value per share, of DRGW ("DRGW Common Stock"), which shall be outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall forthwith be changed and converted into 2,908,488 shares of Common Stock, \$10.00 par value per share, of UPRR ("UPRR Common Stock"), and 252,912 shares of Class A Stock, \$10.00 par value per share, of UPRR ("UPRR Class A Stock"). No other cash, shares, securities or obligations will be distributed or issued upon the conversion of the shares of DRGW Common Stock.

(b) All shares of UPRR Common Stock and UPRR Class A Stock issued and outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall remain issued and outstanding and shall not be affected by the Merger.

(c) After the Effective Time, the sole stockholder of DRGW shall surrender all outstanding certificates representing shares of DRGW Common Stock, and shall be entitled upon such surrender to receive the number of shares of UPRR Common Stock and UPRR Class A Stock on the basis provided herein. Until so surrendered, the outstanding certificates representing shares of DRGW Common Stock, to be converted into UPRR Common Stock and UPRR Class A Stock as provided herein, may be treated by such stockholder and UPRR for all corporate purposes as evidencing the ownership of shares of UPRR as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-Laws of UPRR as they shall exist immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of UPRR immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers of the Surviving Corporation until their successors shall have been duly elected or appointed or qualified or until their earlier death, resignation or removal in accordance with the Amended and Restated Articles of Incorporation and the By-Laws of the Surviving Corporation.

(c) The Merger shall become effective at 5:00 p.m. Eastern Daylight Time on June 30, 1997 (the "Effective Time").

(d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of DRGW shall be transferred to and vested in and shall devolve upon UPRR without further act or deed and all property, rights, and every other interest of UPRR and DRGW shall be as effectively the property of UPRR as they were of UPRR and DRGW, respectively. DRGW hereby agrees from time to time, as and when requested by UPRR or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as UPRR may deem necessary or desirable in order to vest in and confirm to UPRR title to and possession of any property of DRGW acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of DRGW and

the proper officers and directors of UPRR are fully authorized in the name of DRGW to take any and all such action.

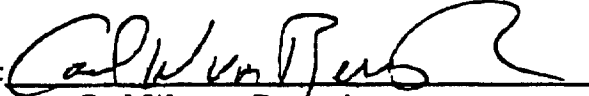
(e) Upon the Merger becoming effective, all obligations and liabilities of DRGW shall be assumed by UPRR as if UPRR itself had incurred them.

(f) UPRR may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of DRGW as well as for enforcement of any obligation of UPRR arising from the Merger, and it does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is 1416 Dodge Street, Omaha, Nebraska 68179, Attention: Vice President-Law, until UPRR shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of the State of Delaware duplicate copies of such process, one of which copies the Secretary of State of the State of Delaware shall forthwith send by registered mail to UPRR at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either constituent corporation at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Utah Division of Corporations and Commercial Code.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed by the duly authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations, as of this 29th day of May, 1997


UNION PACIFIC RAILROAD COMPANY

By: 

Name: Carl W. von Bernuth

Title: Vice President and General Counsel

THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

By: 

Name: Gary M. Stuart

Title: Treasurer

C:\JIT\APM\DRGW.JTD