

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"USX CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "UNITED STATES STEEL LLC" UNDER THE NAME OF "UNITED STATES STEEL LLC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2001, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1229035

DATE: 07-06-01

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CERTIFICATE OF MERGER**OF****USX CORPORATION****INTO****UNITED STATES STEEL LLC**

Pursuant to Sections 18-204 and 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 251(g) and 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities are: United States Steel LLC, which was formed as and is a Delaware limited liability company (the "Company") and USX Corporation, which was organized as and is a Delaware corporation ("USX").

SECOND: A Holding Company Reorganization Agreement, dated as of July 1, 2001, by and between USX and the Company (the "Agreement"), providing for the merger (the "Merger") of USX with and into the Company pursuant to Sections 251 and 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), has been approved, adopted, certified, executed, and acknowledged by each of the Company and the Corporation in accordance with Section 18-209 of the DLLCA, in the case of the Company, and Sections 251(g) and 264 of the DGCL, in the case of USX.

THIRD: The name of the surviving limited liability company shall be United States Steel LLC.

FOURTH: The executed Agreement is on file at the offices of the Company at 600 Grant Street, Pittsburgh, Pennsylvania 15219-476. A copy of the

Agreement will be furnished by the Company, on request and without cost, to any member of the Company or any stockholder of USX.

FIFTH: The effective time of the Merger shall be at 8:30 a.m. Eastern Daylight Time on July 2, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized person as of July 2, 2001.

UNITED STATES STEEL LLC

By: *R.M. Stanton*
Name: *R.M. Stanton*
Title: Authorized Person