

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
SSW Merger Corp.		09/30/1997	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Union Pacific Railroad Company		
Street Address:	1416 Dodge Street		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68179		
Entity Type:	CORPORATION: UTAH		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number		
Registration Number:	1218634		
Registration Number:	1218635		
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(402)392-0734		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(402)392-2280		
Email:	mazour@thomtelaw.com		
Correspondent Name:	Denise C. Mazour		
Address Line 1:	2120 So. 72nd Street		
Address Line 2:	Suite 1111		
Address Line 4:	Omaha, NEBRASKA 68124		
NAME OF SUBMITTER:	Denise C. Mazour		

Total Attachments: 6

**90000074**

**TRADEMARK  
REEL: 002638 FRAME: 0684**

**CH \$65.00 1218634**

source=SSW Merger.tif  
source=SSW Merger1.tif  
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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:

"SSW MERGER CORP.", 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 SEPTEMBER, A.D. 1997, AT 1 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2802548 8100M

971328597

AUTHENTICATION: 8677908

DATE: 09-30-97

SENT BY:SKADDEN'ARPS:DE

: 9-30-97 :12:22PM :

13028513017- DEL. DW-05-CORP-1:40

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 09/30/1997  
971320397 - 2744259

**CERTIFICATE OF MERGER**

**OF**

**SSW MERGER CORP.**

**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 SSW Merger Corp., a Delaware corporation ("SSW Merger"), with and into UPRR:

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

Name	State
SSW Merger Corp.	Delaware
Union Pacific Railroad Company	Utah

**SECOND:** An Agreement and Plan of Merger, dated as of September 30, 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 amended as set forth in Exhibit A to the Plan of Merger and, as so amended, 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 SSW Merger.

SEP. 30. 1997 1:48PM

PARCELS DOVER

NO. 6922 P. 4/42

SENT BY:SKADDEN'ARPS:DE

: 9-30-97 12:22PM :


13028519017- DEL-DIV-OF-CORPS-1:41

SIXTH: UPRR hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of SSW Merger, 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.

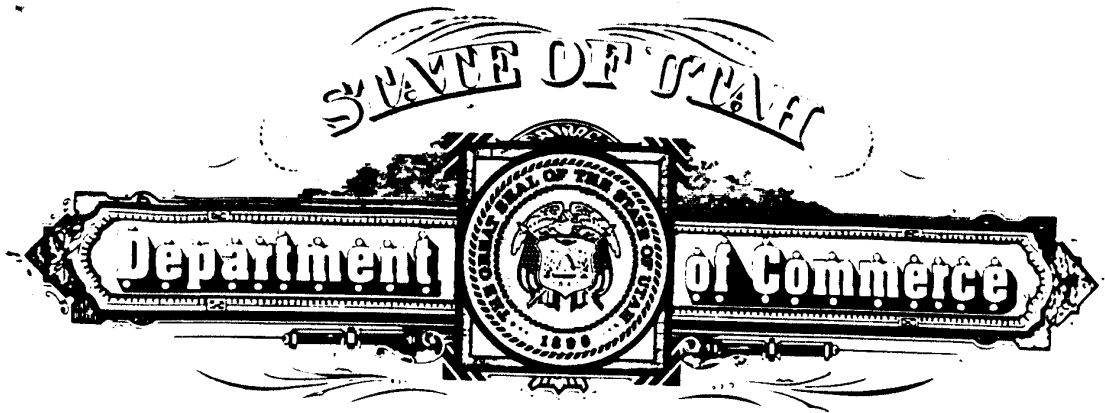
SEVENTH: The Merger shall become effective at 1:00 P.M. Eastern Daylight Time on September 30, 1997.

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

UNION PACIFIC RAILROAD COMPANY

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

0:LAWS/CORP/DE



**CERTIFICATION  
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT Articles of Merger were filed with this office on SEPTEMBER 30, 1997 merging SSW MERGER CORP. , 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: *CO002087*



Dated this 28TH  
October 97<sup>day</sup>  
of \_\_\_\_\_ 19 \_\_\_\_

*Karla S. Woods*

Karla T. Woods  
Director, Division of  
Corporations and Commercial Code

TRADEMARK

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# EXPEDITE

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

CONTAINS A DELAYED EFFECTIVE TIME

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

Examiner

Date 9/30/97



Karla S. Woods

KORLA F. WOODS  
Division Director

ARTICLES OF MERGER OF  
SSW MERGER CORP.

WITH AND INTO

UNION PACIFIC RAILROAD COMPANY #002083  
(Delaware corporation with and into Utah corporation)

RECEIVED

SEP 30 1997

UTAH DIV. OF CORP. AND COMM. CODE

BJS

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 SSW Merger Corp., a Delaware corporation ("SSW Merger"), 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
SSW Merger Corp.	Delaware

**SECOND:** The Agreement and Plan of Merger (the "Plan of Merger"), which is attached hereto as Exhibit A, governing the merger between SSW Merger and UPRR (the "Merger"), has been approved pursuant to resolutions duly adopted by the Board of Directors of SSW Merger 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 further amended as set forth in Exhibit A to the Plan of Merger to provide for the authorization and issuance of UPRR Redeemable Preference Shares (Series A and B) with an initial par value of \$10,000 per share ("UPRR Preference Shares") and, as so amended, shall be the articles of incorporation for the Surviving Corporation (as defined below).

**FOURTH:** Immediately prior to the Merger, the only classes of capital stock of SSW Merger were its Common Stock, \$1.00 par value per share (the "SSW Common Stock"), of which 999 shares were issued and outstanding, and its Redeemable Preference Shares (Series A and Series B) with an initial par value of \$10,000 per share, of which 4,829 Redeemable Preference Shares, Series A, and 436 Redeemable Preference Shares, Series B, were issued and outstanding (collectively, the "SSW Preference Shares"). The Merger was duly approved by the stockholders of SSW Merger entitled to vote thereon. Immediately prior to the Merger, there were 58,135,812 shares of Common Stock, \$10.00 par value per share, of UPRR (the "UPRR Common Stock"), issued and outstanding and 5,055,288 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

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TRADEMARK

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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.

**FIFTH:** At the Effective Time, (i) SSW Merger 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 SSW Merger shall cease, as provided in the Act, (iii) all of the shares of SSW Common Stock which shall be outstanding immediately prior to the Merger, and all rights in respect thereof, shall forthwith be converted into 4,084,432 shares of UPRR Common Stock and 355,168 shares of UPRR Class A Stock, (iv) each SSW Preference Share (Series A and B) which shall be outstanding immediately prior to the Merger, and all rights in respect thereof, shall forthwith be converted into one share of UPRR Preference Shares (Series A or Series B, as applicable), and (v) 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 1:00 p.m.  
EASTERN DAYLIGHT TIME ON SEPTEMBER 30, 1997.

UNION PACIFIC RAILROAD COMPANY



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

September 30, 1997

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