

3-20-03

03-24-2003



To The Honorable Commissioner of Patents and Trademarks. Please:

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OFFICE OF PUBLIC RECORDS
2003 MAR 20 PM 2:37
FINANCE SECTION

1. Name of conveying party(ies):
Consolidated Rail Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Pennsylvania
 Other:

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
 Execution Date: March 19, 2003

2. Name and address of assignee:
Name: Norfolk Southern Railway Company
 Internal Address:
 Street Address: 3 Commercial Place
 City: Norfolk
 State: VA ZIP: 23510
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Virginia
 Other:
 If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
 (Designation must be a separate document from Assignment)
 Additional name(s) & address attached? YES NO

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) | B. Trademark registration No.(s) 1,994,902

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Denise I. Mroz, Esq.
 Internal Address:
WOODCOCK WASHBURN LLP
 One Liberty Place - 46th Floor

Street Address: 1650 Market Street
 City: Philadelphia State: Pennsylvania
 ZIP: 19103-7301

6. Total number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-3050
 (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 I. Mroz, Esq. Denise I. Mroz 3/20/2003
 Name of Person Signing Signature Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

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NUNC PRO TUNC ASSIGNMENT

WHEREAS, Consolidate Rail Corporation, a Pennsylvania corporation with a place of business at 2001 Market Street, Philadelphia, Pennsylvania 19101 ("Conrail") had adopted, used and was the owner of the mark **EMP®**, registered with the United States Patent and Trademark Office as Registration No. 1,994,902, which issued on August 20, 1996.

WHEREAS, Norfolk Southern Railway Company, a Virginia corporation with a place of business at 3 Commercial Place, Norfolk, Virginia 23510 ("Norfolk Southern"), did acquire as of June 1, 1999, all right title and interest in and to the trademark registration for **EMP®**, and all assets relating thereto;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged and intending to be legally bound hereby, Conrail acknowledges that it did on June 1, 1999, sell, assign, transfer, and convey to Norfolk Southern all right, title, and interest in and to the **EMP®** mark and corresponding trademark registration, including any choses in action relating to the **EMP®** mark, claims for damages, profits, and costs, both in equity and law for any infringement of the **EMP®** mark occurring on or before June 1, 1999, together with the good will of the business symbolized by the **EMP®** mark, and all assets relating to the mark and to the **EMP®** services.

WHEREAS, it is desired that the Assignment, nunc pro tunc, be made of record in the U.S. Patent and Trademark Office.

This Assignment is effective as of June 1, 1999, regardless of the date signed.

The Commissioner of Patents and Trademarks is requested to assign this

Registration to said assignee, Norfolk Southern.

CONSOLIDATED RAIL CORPORATION

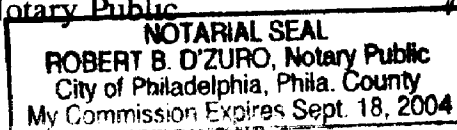
March 19, 2003

Date

John K. Enright
Name: Associate General Counsel
Title: JOHN K. ENRIGHT

On this 19th day of March, 200³, before me appeared, John K. Enright, the person who signed this instrument, who acknowledged that he signed it on behalf of Consolidated Rail Corporation, with authority to do so.

Robert B. D'Zuro
Notary Public



NORFOLK SOUTHERN RAILWAY COMPANY

March 11, 2003

Date

George Aspatore
Name: GEORGE ASPATORE
Title: GENERAL SOLICITOR

On this 11th day of March, 200³, before me appeared, George Aspatore, the person who signed this instrument, who acknowledged that he signed it on behalf of Norfolk Souther Railway Company, with authority to do so.

Sandra J. Porby
Notary Public

My commission expires March 31, 2006