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06-30-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Southern Railway Company

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

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

2. Name and address of receiving party(ies)
Name: Norfolk Southern Railway Company
Internal Address: _____
Street Address: Three 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
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 08/25/1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1419481

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kevin W. Grierson
 Internal Address: Willcox & Savage, PC

 Street Address: One Commercial Place
 Suite 1800
 City: Norfolk State: VA Zip: 23510

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: _____

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9. Signature.
 Kevin W. Grierson
 Name of Person Signing

Signature

06/23/2004
 Date

Total number of pages including cover sheet, attachments, and document: 3

06/29/2004 ECOOPER 00000062 1419481 Mail 01 FC:8521 40.00 DP

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 003000 FRAME: 0196

ARTICLES OF MERGER
OF
NORFOLK AND WESTERN RAILWAY COMPANY
INTO
NORFOLK SOUTHERN RAILWAY COMPANY

Pursuant to Section 13.1-720 of the Code of Virginia, Norfolk Southern Railway Company ("NSR"), a Virginia corporation and the surviving corporation in the merger (the "Merger") of Norfolk and Western Railway Company, a corporation organized under the laws of Virginia, into NSR, hereby sets forth the following Articles of Merger:

FIRST: Norfolk and Western Railway Company ("NW") shall be merged with and into Norfolk Southern Railway Company ("NSR"), and NSR shall be the surviving corporation, as provided in the Agreement and Plan of Merger dated as of July 15, 1998 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit 1.

SECOND: Approval of the Plan of Merger by the shareholders of NW and NSR was not required pursuant to Section 13.1-719 of the Code of Virginia because at least ninety percent of the outstanding shares of NW is owned by NSR. NSR, the parent corporation, is the sole shareholder and owns all the outstanding shares of NW.