

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	merger and change of name		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Union Pacific Railroad Company		01/29/1998	CORPORATION: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Union Pacific Railroad Company		
<b>Street Address:</b>	1400 Douglas Street		
<b>City:</b>	Omaha		
<b>State/Country:</b>	NEBRASKA		
<b>Postal Code:</b>	68179		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	504854	C & NW	
Registration Number:	504855	CNW	
Registration Number:	1443574	CHICAGO AND NORTHWESTERN SYSTEM	
Registration Number:	0512294	400	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(402)392-0734		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(402)392-2280		
<b>Email:</b>	mazour@thomtelaw.com		
<b>Correspondent Name:</b>	Denise C. Mazour		
<b>Address Line 1:</b>	2120 So. 72nd Street		
<b>Address Line 2:</b>	Suite 1111		
<b>Address Line 4:</b>	Omaha, NEBRASKA 68124		
<b>NAME OF SUBMITTER:</b>	Denise C. Mazour		
<b>Signature:</b>	/Denise C. Mazour/		

CH \$115.00 504854

Date:

07/19/2005

**Total Attachments: 3**

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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:  
"UNION PACIFIC RAILROAD COMPANY", A UTAH CORPORATION,  
WITH AND INTO "SOUTHERN PACIFIC TRANSPORTATION COMPANY"  
UNDER THE NAME OF "UNION PACIFIC RAILROAD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 1998, AT 1:40 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8894826

DATE: 01-30-98

TRADEMARK

01/30/98

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SKADDEN ARPS DE → DEL-DIV-OF-CORPS-3

NO. 344 002

## CERTIFICATE OF MERGER

OF

UNION PACIFIC RAILROAD COMPANY

WITH AND INTO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Southern Pacific Transportation Company, a Delaware corporation ("SPT"), hereby certifies to the following information relating to the merger (the "Merger") of Union Pacific Railroad Company, a Utah corporation ("UPRR"), with and into SPT:

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

<u>Name</u>	<u>State</u>
Union Pacific Railroad Company	Utah
Southern Pacific Transportation Company	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of January 29, 1998 (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 Southern Pacific Transportation Company, provided that at the effective time of the Merger (the "Effective Time") its name shall be changed to Union Pacific Railroad Company (the "Surviving Corporation").

**FOURTH:** At the Effective Time, the Certificate of Incorporation of SPT in effect immediately prior to the Effective Time shall be amended in its entirety as set forth in Exhibit A hereto and, as so amended, shall be the certificate of incorporation for the Surviving Corporation.

**FIFTH:** An executed copy of the Plan of Merger is on file at the principal office of the Surviving Corporation, located at 1416 Dodge Street, Omaha, Nebraska 68179. A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of SPT or any shareholder of UPRR.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:40 PM 01/30/1998  
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SKADDEN ARPS DE → DEL-DIV-OF-CORPS-3


NO.344 003

SIXTH: Immediately prior to the Merger, the only classes of capital stock of UPRR were: (a) its Common Stock, \$10.00 par value per share, of which 92,000,000 shares were authorized and 62,220,244 shares were issued and outstanding; (b) its Class A Stock, par value \$10.00 per share, of which 8,000,000 shares were authorized and 5,410,456 shares were issued and outstanding; and (c) its Redeemable Preference Shares (Series A and Series B) with an initial par value of \$10,000 per share, of which 5,500 shares were authorized and 4,829 Redeemable Preference Shares, Series A, and 436 Redeemable Preference Shares, Series B, were issued and outstanding.

SEVENTH: The Merger shall become effective at 12:01 a.m. Eastern Standard Time on February 1, 1998.

IN WITNESS WHEREOF, SPT has caused this Certificate of Merger to be executed by its duly authorized officer as of this 29<sup>th</sup> day of January, 1998.

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

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

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