

07-07-2005



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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

PRR Newco, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 8/26/2004

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Norfolk Southern Railway Company

Internal

Address: _____

Street Address: Three Commercial Place

City: Norfolk

State: VA

Country: USA

Zip: 23510

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
Citizenship _____
Citizenship Virginia
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1346787

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

STEELNET, Registration No. 1346787

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Kevin W. Grierson

Internal Address: Attn: IP Administrator

Willcox & Savage, PC

Street Address: One Commercial Place

City: Norfolk

State: VA

Zip: 23510

Phone Number: 757-628-5603

Fax Number: 757-628-5566

Email Address: JP@wilsav.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Signature

Kevin W. Grierson

Name of Person Signing

7/1/05

Date

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF MERGER

OF

PRR NEWCO, INC. AND NORFOLK SOUTHERN RAILWAY COMPANY

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby executes the following Articles of Merger and sets forth:

ONE

Attached hereto as Exhibit A is the Plan of Merger for the merger of PRR Newco, Inc, a Virginia corporation, with and into Norfolk Southern Railway Company, a Virginia corporation.

TWO

The Plan of Merger was adopted by the Board of Directors of Norfolk Southern Railway Company. Pursuant to Section 13.1-719 of the Code of Virginia, neither the approval of the shareholders of Norfolk Southern Railway Company, the surviving corporation, nor the approval of the board of directors or shareholders of PRR Newco, Inc., the merged subsidiary corporation, are required for the merger of a subsidiary corporation into a parent corporation which complies with the referenced code sections.

THREE

These Articles of Merger shall become effective on August 27, 2004 at 11:59 p.m.

The undersigned, an officer authorized to act on behalf of the corporation, declares that the facts herein stated are true as of August 26, 2004.

Corporation: Norfolk Southern Railway Company

By:


Joseph C. Dimino—Vice President