

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/29/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Meridian Rail Acquisition Corp.		08/29/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Meridian Rail Acquisition Corp.		
Street Address:	One Centerpointe Drive, Suite 200		
City:	Lake Oswego		
State/Country:	OREGON		
Postal Code:	97035		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2751183	MERIDIANRAIL	
Registration Number:	1510876	ABC RAIL	
Registration Number:	1510875	ABC RAIL	
Registration Number:	1200366	NATIONAL	
CORRESPONDENCE DATA			
Fax Number:	(503)972-3873		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	503.221.1440		
Email:	lisa.gabel@tonkon.com		
Correspondent Name:	Tonkon Torp LLP		
Address Line 1:	888 SW Fifth Avenue		
Address Line 2:	1600 Pioneer Tower		
Address Line 4:	Portland, OREGON 97204		
ATTORNEY DOCKET NUMBER:	MERIDIAN MERGER 7774-244		

OP \$115.00 2751183

900135370

TRADEMARK
 REEL: 003997 FRAME: 0904

NAME OF SUBMITTER:	Justing Denton
Signature:	/Justin Denton/
Date:	06/02/2009
<p>Total Attachments: 5 source=MERIDIAN merger#page1.tif source=MERIDIAN merger#page2.tif source=MERIDIAN merger#page3.tif source=MERIDIAN merger#page4.tif source=MERIDIAN merger#page5.tif</p>	



Phone: (503) 986-2200
Fax: (503) 378-4381

08/29/2008 12:03PM 000001#8622 0001
Articles of Merger \$50.00

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

- ☒ MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
☐ FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

AUG 29 2008

**OREGON
SECRETARY OF STATE**

SURVIVOR
REGISTRY NUMBER:

543806-97

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER
Meridian Rail Acquisition Corp.	Oregon	543806-97
Meridian Rail Acquisition Corp.	Delaware	401390-99

2) NAME AND TYPE OF THE SURVIVING ENTITY MERIDIAN RAIL ACQUISITION CORP., AN OREGON CORPORATION

☐ Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

☒ A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

☐ A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

☐ A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____

Date

☐ The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION
Signature

Printed Name

Timothy A. Stuckey

Title

President

11) CONTACT NAME (To resolve questions with this filing.)

Justin B. Denton

DAYTIME PHONE NUMBER (Include area code.)

503-802-2117

FEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

AGREEMENT AND PLAN OF MERGER

DATE: August 28, 2008

BETWEEN: **MERIDIAN RAIL ACQUISITION CORP.**, an Oregon corporation
("Meridian Oregon")

AND: **MERIDIAN RAIL ACQUISITION CORP.**, a Delaware corporation
("Meridian Delaware")

RECITALS

A. The Board of Directors and shareholders of Meridian Oregon and the Board of Directors and stockholders of Meridian Delaware have determined that it is in the best interests of each entity and their respective shareholders and stockholders to merge Meridian Delaware with and into Meridian Oregon, pursuant to this Agreement and Plan of Merger (this "Plan").

B. The parties intend that Meridian Oregon shall be the surviving corporation in the merger and that the merger shall constitute a tax-free reorganization under Section 368 of the Internal Revenue Code.

AGREEMENT

The parties agree as follows:

1. **Merger of Meridian Delaware with and into Meridian Oregon.** At and upon the Effective Time (as defined in Section 1.4):

1.1 **Merger.** Meridian Delaware shall be merged with and into Meridian Oregon (the "Merger"), and Meridian Oregon shall survive as a corporation organized under and governed by the laws of the state of Oregon (the "Surviving Corporation"). The separate existence of Meridian Delaware shall cease upon the effectiveness of the Merger.

1.2 **Vesting of Assets.** All of the property, rights, privileges, powers, franchises, patents, trademarks, trade names, licenses, registrations and other assets, tangible and intangible, of Meridian Delaware shall be transferred to, vested in, devolve upon and become part of the assets of the Surviving Corporation, without further act or deed.

1.3 **Assumption of Liabilities.** Meridian Oregon shall assume and be liable for all of the liabilities and obligations of Meridian Delaware.

1.4 **Effective Time.** The Merger shall become effective on September 1, 2008 (the "Effective Time").

2. Articles of Incorporation; Bylaws.

2.1 Articles of Incorporation. The Articles of Incorporation of Meridian Oregon in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of Meridian Oregon in effect at the Effective Time shall be the Bylaws of the Surviving Corporation.

2.3 Directors; Officers. The directors of Meridian Oregon immediately prior to the Effective Time shall become the directors of the Surviving Corporation. The officers of Meridian Oregon immediately prior to the Effective Time shall become the officers of the Surviving Corporation.

3. Exchange of Shares. At and upon the Effective Time:

3.1 Shares of Meridian Oregon. By virtue of the Merger and without any action on the part of the holder, the single share of common stock, without par value, of Meridian Oregon issued to Meridian Delaware and currently outstanding shall be cancelled and returned to the status of authorized but unissued.

3.2 Shares of Meridian Delaware. All shares of common stock and all shares of preferred stock of Meridian Delaware that are issued and outstanding immediately prior to the Effective Time shall be converted into one share of fully paid, non-assessable, issued and outstanding common stock, without par value, of the Surviving Corporation.

4. General Provisions.

4.1 Further Assurances. From time to time, as and when required by Meridian Oregon or by its successors and assigns, there shall be executed and delivered on behalf of Meridian Delaware all deeds and other instruments, and there shall be taken or caused to be taken by it all further action, that is appropriate or necessary to vest or perfect, or to conform of record or otherwise, in Meridian Oregon the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Meridian Delaware, and otherwise to carry out the purposes of this Plan, and the directors and officers of Meridian Oregon are authorized in the name of and on behalf of Meridian Delaware or otherwise to take all such action and to execute and deliver all such deeds and other instruments.

4.2 Tax Consequences. The Merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan will constitute a "plan of reorganization" for the purposes of Section 368 of the Code.

4.3 Abandonment. At any time before the Effective Time, this Plan may be terminated and the Merger may be abandoned by the Board of Directors of either Meridian Oregon or Meridian Delaware or both, notwithstanding their prior approval of this Plan.

4.4 Amendment. At any time before or after approval by the stockholders of Meridian Delaware or by the shareholders of Meridian Oregon, this Plan may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Meridian Delaware and Meridian Oregon to be necessary, desirable or expedient in order to clarify the intention of the parties or to effect or facilitate the purposes and intent of this Plan.

4.5 Counterparts. This Plan may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed in their corporate names by their respective authorized officers as of the date set forth above.

MERIDIAN RAIL ACQUISITION CORP.,
an Oregon corporation



Name: Timothy A. Stuckey
Title: President

MERIDIAN RAIL ACQUISITION CORP.,
a Delaware corporation



Name: Timothy A. Stuckey
Title: President

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Attachment to Articles of Merger
Meridian Rail Acquisition Corp.

4.

Entity	Class of Stock	For	Against
Meridian Rail Acquisition Corp. (Delaware)	Common	100%	0%
Meridian Rail Acquisition Corp. (Delaware)	Preferred	100%	0%
Meridian Rail Acquisition Corp. (Oregon)	Common	100%	0%

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