

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/1996
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
The Atchison, Topeka and Santa Fe Railway Company	12/30/1996
<b>RECEIVING PARTY DATA</b>	
Name:	The Burlington Northern and Santa Fe Railway Company
Street Address:	2650 Lou Menk Drive
City:	Fort Worth
State/Country:	TEXAS
Postal Code:	76131
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Patent Number:	5431470
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(214)999-1665
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	susan.turner@tklaw.com
Correspondent Name:	Richard L. Wynne
Address Line 1:	1700 Pacific Avenue
Address Line 2:	Suite 3300
Address Line 4:	Dallas, TEXAS 75201-4693
NAME OF SUBMITTER:	Richard L. Wynne
Total Attachments: 6 source=BNSF Merger Documents#page1.tif source=BNSF Merger Documents#page2.tif source=BNSF Merger Documents#page3.tif source=BNSF Merger Documents#page4.tif source=BNSF Merger Documents#page5.tif	

CH \$40.00 5431470

**500044634**

**PATENT**  
**REEL: 016386 FRAME: 0323**

source=BNSF Merger Documents#page6.tif

**PATENT**  
**REEL: 016386 FRAME: 0324**

*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:

"THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "BURLINGTON NORTHERN RAILROAD COMPANY" UNDER THE NAME OF "THE BURLINGTON NORTHERN AND SANTA FE RAILWAY 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 DECEMBER, A.D. 1996, AT 9:01 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

0561728 8100M

960387152

AUTHENTICATION: 8265496

DATE: 12-30-96

PATENT

REEL: 016386 FRAME: 0325

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 12/30/1996  
960387152 - 0561728

**CERTIFICATE OF MERGER  
MERGING  
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
WITH AND INTO  
BURLINGTON NORTHERN RAILROAD COMPANY**

\*\*\*\*\*

Pursuant to Section 251  
of the General Corporation  
Law of the State of  
Delaware

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "General Corporation Law"), the undersigned corporation does hereby certify:

**FIRST:** The name and state of incorporation of each of the constituent corporations to the merger is as follows: Burlington Northern Railroad Company ("BNRR") is a Delaware corporation organized and existing under the General Corporation Law; and The Atchison, Topeka and Santa Fe Railway Company ("ATSF") is a Delaware corporation organized and existing under the General Corporation Law.

**SECOND:** An Agreement and Plan of Merger, dated December 30, 1996, between BNRR and ATSF has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law.

**THIRD:** The name of the surviving corporation of the merger is Burlington Northern Railroad Company (the "Surviving Corporation"), and the name shall be changed to The Burlington Northern and Santa Fe Railway Company.

**FOURTH:** The Restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety as of the Effective Time as set forth in Exhibit A hereto.

**FIFTH:** The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of either of the constituent corporations.

**SEVENTH:** That this Certificate of Merger shall be effective on December 31, 1996 at 9:00 a.m. (Eastern Time).

15210587 2 121846 1749C 96242409

**PATENT  
REEL: 016386 FRAME: 0326**

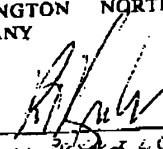
MAR 13 1997 0.40 AM

12/30/96 MON 14:15 FAX 302 658 6548 302 658 6548 RICHARDS LAYTON R1

003

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 30th day of December, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By:   
Its: ~~Chairman, President & Chief Executive Officer~~  
Robert D. Krebs

15210507.2 121796 1641C 90242409

-2-

PATENT  
REEL: 016386 FRAME: 0327

**EXHIBIT A**

**RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

**FIRST:** The name of the Corporation is The Burlington Northern and Santa Fe Railway Company.

**SECOND:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

**FIFTH:** In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

1. To make, amend or repeal the By-Laws of the Corporation, subject to the power of the stockholders of the Corporation having voting power to amend or repeal By-Laws whether adopted by them or otherwise.
2. To remove at any time any officer elected or appointed by the Board of Directors by such vote of the Board of Directors as may be provided for in the By-Laws. Any other officer of the Corporation may be removed at any time by a vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by a vote of the Board of Directors.
3. To establish bonus, profit, sharing, stock option, stock purchase, retirement or other types of incentive or compensation plans for the employees (including officers and directors) of the Corporation and to fix the terms of such plans and to determine, or

prescribe the method for determining, the persons to participate in any such plans and the amount of their respective participations.

4. To authorize, and to cause to be executed mortgages, pledges, liens and charges upon the real and personal property of the Corporation and to issue obligations secured thereby.

Both stockholders and directors shall have power to hold their meetings, and the Corporation may have one or more offices, within or without the State of Delaware, and the books of the Corporation may, subject to the laws of the State of Delaware, be kept outside of such State at such places as may be from time to time determined by the Board of Directors.

SEVENTH: (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2) (a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition of the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the directors, officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Delaware Law.

12/30/98 MON 10:36 FAX 1 302 651 7796

RICHARDS LAYTON #87

000

(4) The rights and authority conferred in this ARTICLE SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this ARTICLE SEVENTH, nor the adoption of any provision of this Certificate of Incorporation or the By-laws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

EIGHTH: The Corporation reserves the right to amend this Restated Certificate of Incorporation in any manner permitted by Delaware Law and, with the sole exception of those rights and powers conferred under the above ARTICLE SEVENTH, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

15310581.2 121896 1537C 96242408

-3-

RECORDED: 08/11/2005

PATENT  
REEL: 016386 FRAME: 0330