

STATE OF UTAH  
EXECUTIVE DEPARTMENT.

Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true, and correct copy of the Agreement of Merger of Central Pacific Railway Company, a Utah corporation, into SOUTHERN PACIFIC COMPANY, a Delaware corporation and the surviving corporation. Said merger agreement was filed June 30, 1959, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this FIRST Day of September, 1959.

(Great Seal of the State of Utah)

Lamont F. Toronto

Secretary of State

By Wendell L. Cattrell

Deputy

AGREEMENT

Among

SOUTHERN PACIFIC COMPANY,  
CENTRAL PACIFIC RAILWAY COMPANY,  
and their respective directors,

Providing for Merger

of

CENTRAL PACIFIC RAILWAY COMPANY

into

SOUTHERN PACIFIC COMPANY

Dated as of November 21, 1958

THIS AGREEMENT, datea as of the 21st day of November, 1958, among Southern Pacific Company, Central Pacific Railway Company, and their respective directors,

WITNESSETH:

Southern Pacific Company is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on March 21, 1947. Its principal office in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its resident agent at that address is The Corporation Trust Company. It is a common carrier by railroad subject to the Interstate Commerce Act engaged in interstate and intrastate commerce, operating in the States of California, Arizona, Oregon, Nevada, New Mexico, Texas and Utah.

Central Pacific Railway Company is a corporation duly organized and existing under the laws of the State of Utah, having been incorporated on July 29, 1899, for fifty years and having had its corporate existence extended to July 29, 1999, by amendment to its Articles of Incorporation adopted February 15, 1945. Its principal place of business in Utah is in Salt Lake City, County of Salt Lake. Central Pacific Railway Company is, within the meaning of the Interstate Commerce Act, a carrier by railroad which owns railroad

properties in the States of California, Oregon, Nevada and Utah. These railroad properties are leased to and operated by Southern Pacific Company as part of its railroad transportation system under a lease dated March 3, 1923, which expires December 31, 1984, pursuant to an order of the Interstate Commerce Commission dated February 6, 1923, in Finance Docket No. 2613, Control of Central Pacific by Southern Pacific.

The number of shares of stock which Southern Pacific Company has authority to issue is 11,889,036 shares of common stock without nominal or par value. Of such authorized stock 8,047,122.1128 shares are issued and outstanding.

The number of shares of stock which Central Pacific Railway Company has authority to issue is 200,000 of preferred, par value \$100, and 672,755 shares of common, par value \$100. All of such authorized stock is issued and outstanding, and is directly owned by Southern Pacific Company pursuant to authority granted by the Interstate Commerce Commission in its aforementioned order of February 6, 1923, in Finance Docket No. 2613, Control of Central Pacific by Southern Pacific.

Central Pacific Railway Company has outstanding bonded indebtedness secured by mortgage on its properties in the following amounts:

1. First and Refunding Bonds, Series A, issued pursuant to an indenture dated as of August 1, 1944, under which the First National City Bank of New York is Successor Trustee, (all owned by the public) (as of October 1, 1958)..... \$29,707,000
2. First Mortgage Bonds, Series B, issued pursuant to a supplemental indenture to the foregoing, dated as of February 1, 1948, under which The First National City Bank of New York is Successor Trustee (all owned by the public) (as of October 1, 1958)..... \$33,676,000
3. First Mortgage Bonds, Series C, issued pursuant to a supplemental indenture to the foregoing, dated as of August 1, 1955, under which The First National City bank of New York is Successor Trustee (all owned by Southern Pacific Compan.\$25,190,000
4. General Mortgage Bonds, Series A, issued pursuant to an indenture, dated as of August 1, 1958, under which Bankers Trust Company is Trustee (all owned by Southern Pacific Company) .....\$60,000,000

Southern Pacific Company and Central Pacific Railway Company desire to merge into a single corporation, and their respective directors have determined that it is advisable that Central Pacific Railway Company be merged into Southern Pacific Company, upon the terms and conditions hereinafter set forth, and in accordance with, and with the effect provided by, the provisions of law applicable to corporate mergers generally in the State where each party is respectively incorporated (i.e., Delaware and Utah), as supplemented by section 5(2)(2) and (11) of the Interstate Commerce Act (49 U.S.C., #5(2)(a) and (11)).

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties agree as follows:

FIRST: On the effective date of this agreement there shall be merged into Southern Pacific Company the said Central Pacific Railway Company, together with all its properties (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises, of a public as well as of a private nature, exemptions and immunities, subject, however, to any liens, mortgages or charges thereon. Such distribution of the assets of Central Pacific Railway Company shall be in complete redemption of all its outstanding capital stock. From and after the effective date of this agreement all such properties (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises of a public as well as of a private nature, exemptions and immunities shall be vested in Southern Pacific Company by virtue of this merger and without any other instrument, and shall thereupon be as effectually the properties of Southern Pacific Company as they were formerly of Central Pacific Railway Company, and all rights of all creditors of, and all liens, mortgages or charges upon the property of, Central Pacific Railway Company shall be preserved unimpaired. The title to all real estate acquired by deed, gift, grant, appropriation or otherwise vested in Central Pacific Railway Company, shall not revert or be in any way impaired by reason of this merger, or anything done by virtue hereof, but shall be vested in Southern Pacific Company by virtue of such merger.

SECOND: On and after the effective date of this agreement, Southern Pacific Company hereby expressly assumes liability for all contracts, deed of trust, indentures, debts, obligations of any kind, liabilities and duties incurred by Central Pacific Railway Company, and all such shall, on and after such effective date, attach to Southern Pacific Company and be enforceable against it and its properties to the same extent as if



incurred or contracted by it. On and after such effective date, Southern Pacific Company expressly assumes the due and punctual payment of the principal and interest of all outstanding Central Pacific Railway Company First and Refunding Bonds, Series A, and First Mortgage Bonds, Series B and C, according to their tenor, and the due and punctual performance and observance of all the covenants and conditions of the mortgage indenture, dated as of August 1, 1944, between Central Pacific Railway Company and Southern Pacific Company, on the one hand, and The First National Bank of the City of New York (now known as The First National City Bank of New York), on the other, and of the supplemental indentures thereto, dated respectively as of February 1, 1948, and August 1, 1955, under which such bonds were issued. This agreement and merger shall preserve and not impair the lien and security of said mortgage indenture or any of the above-mentioned supplemental indentures thereto and any of the rights and powers of the Trustee and of the bondholders thereunder. On or immediately after the effective date of this agreement Southern Pacific Company shall also execute, and cause to be recorded, an indenture with The First National City Bank of New York, Successor Trustee under said indenture, in form satisfactory to the Successor Trustee, whereby, in accordance with provisions of the indenture of August 1, 1944, Southern Pacific Company shall assume the due and punctual payment of the principal and interest of all these First and Refunding Bonds and First Mortgage Bonds and the performance of all the covenants and conditions of that indenture of August 1, 1944, or indentures supplemental thereto, to be performed on the part of Central Pacific Railway Company, and shall succeed and be substituted for Central Pacific Railway Company thereunder. On and after such effective date, Southern Pacific Company also expressly assumes the due and punctual payment of the principal and interest of all Central Pacific Railway Company General Mortgage Bonds, Series A, according to their tenor, and the due and punctual performance and observance of all the covenants and conditions of the mortgage indenture dated August 1, 1958, between Central Pacific Railway Company and Bankers Trust Company, Trustee, under which such bonds were issued. This agreement and merger shall preserve and not impair the lien and security of that mortgage indenture and any of the rights and powers of the Trustee and of the bondholders thereunder. On or immediately after the effective date of this agreement, Southern Pacific Company shall also execute, and cause to be recorded, an indenture with Bankers Trust Company, Trustee, in form satisfactory to the Trustee, whereby, in accordance with the provisions of the indenture of August 1, 1958, Southern Pacific Company shall assume the due and punctual payment of the principal and interest of all these General Mortgage Bonds, and the performance of all the covenants and conditions of that indenture of August 1, 1958, to be performed on the part of Central Pacific Railway Company, and shall succeed and be substituted for Central Pacific Railway Company thereunder.

THIRD: On and after the effective date of this agreement the lease of March 3, 1923, as authorized by the Interstate Commerce Commission in its decision and order of February 6, 1923, in Finance Docket No. 2613, 76 I.C.C. 508, Control of Central Pacific by Southern Pacific, UNDER WHICH Southern Pacific Company is operating the properties of Central Pacific Railway Company, shall be deemed to be cancelled and terminated by virtue of this agreement. However, Southern Pacific Company expressly agrees that it will continue on and after the effective date of this agreement to be bound: by all of the conditions imposed by the Interstate Commerce Commission in its said decision and order of February 6, 1923, in those proceedings; by the terms of a certain agreement between it and Union Pacific Railroad Company entered into on May 5, 1924, to carry out said conditions; and by the terms of certain agreements between it and The Western Pacific Railroad Company entered into on January 16, 1923 (Appendix A to said decision of the Commission, 76 I.C.C. 528-29) and on February 28, 1924 (two agreements relating respectively to "Paired Track Operations" and "Movement of Freight Cars and Through Freight Rates"), in connection with said decision and order; except as any such conditions or agreements may be modified or terminated by order of the Interstate Commerce Commission or mutual consent of the parties thereto. Also, on and after such effective date, all debts and obligations, accrued or contingent, upon account or otherwise, between Southern Pacific Company and Central Pacific Railway Company shall be deemed to be cancelled or discharged by virtue of this agreement except any bonds issued by Central Pacific Railway Company theretofore issued and then owned by Southern Pacific Company, which bonds shall be considered to be outstanding and shall be kept alive and may be reissued or transferred by Southern Pacific Company.

FOURTH: The name of the company which is to survive the foregoing merger is Southern Pacific Company.



No change is to be made by the foregoing merger in its Certificate of Incorporation, by-laws or capitalization. It will continue to exist after the foregoing merger, as a corporation incorporated under the laws of Delaware, and under its original certificate of incorporation, as heretofore amended, and present by-laws. It will continue to maintain its principal office in the State of Delaware at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its resident agent at that address will continue to be The Corporation Trust Company. The nature of its business, or objects or purposes to be transacted, promoted or carried on, shall continue to be as set forth in its Certificate of Incorporation, dated March 21, 1947. It will continue after the merger to have authority to issue a single class of capital stock, common stock without nominal or par value, in the total authorized amount of 11,889,036 shares. The names and places of residence of each of its incorporators were as follows: Chalres L. Minor, Tenafly, New Jersey; James A. Simpson, Mountain Lakes, New Jersey; and Jeremiah C. Waterman, Larchmont, New York. The names of the present directors of Southern Pacific Company (who shall, accordint to its by-laws, hold their offices until their successors are chosen) are as follows: Malcolm P. Aldrich, S. D. Bechtel, James B. Black, George L. Buland, J. W. Corbett, W. W. Crocker, Paul L. Davies, Cleveland E. Dodge, Kenneth L. Isaacs, Wm. DeForest Manice, Henry T. Mudd, Richard S. Perkins, D. J. Russell, William Swindells, and Gardiner Symonds. In the event that, prior to the effect date of this paragraph, any person designated herein as a director of Southern Pacific Company is unwilling or unable to continue to serve in such capacity after such effective date, Southern Pacific Company reserves the right to designate a substitute for such person as such director. Southern Pacific Company is to continue to have perpetual existence. The private property of stockholders of Southern Pacific Company will continue not to be subject to the payment of its corporate debts.

FIFTH: On the effective date of this agreement the separate existence of Central Pacific Railway Company shall cease and as soon thereafter as possible its capital stock shall be cancelled.

SIXTH: This agreement shall not become effective, and the plan of merger set forth herein shall not be considered to have been adopted, until the merger and the several assumptions of liability with respect to securities contained in this agreement shall have first been approved by the Interstate Commerce Commission and until this agreement shall have been approved by the votes given at meetings of stockholders in person or by proxy, representing not less than two-thirds of the total number of issued and outstanding shares of capital stock of Southern Pacific Company, and representing at least a majority in amount of the outstanding stock entitled to vote of Central Pacific Railway Company, in accordance with the requirements of the laws applicable to mergers of corporations generally in the state where each party hereto is respectively incorporated (viz., Delaware and Utah). The parties hereto shall promptly file and diligently prosecute such applications with the Interstate Commerce Commission for the approval by that body of the merger and the several assumptions of liability contained in this agreement as may be required under applicable provisions of the Interstate Commerce Act. After approval by that Commission of such merger and assumptions of liability has been obtained, the parties hereto shall submit this agreement, modified in any respects required by the Interstate Commerce Commission, to their respective stockholders for approval. Subsequent to securing the approval of the Interstate Commerce Commission and of the respective stockholders, as required by this paragraph, this agreement shall take effect as of 12:00 o'clock Midniht of the day on which counterparts of this agreement, duly certified, acknowledged and authenticated, in accordance with the respective laws of Delaware and Utah, appliccable to mergers of corporations generally, shall be filed in the office of the Secretary of State of Delaware, in the office of the Recorder of New Castle County, Delaware, in the office of the Secretary of State of Utah, and in the office of the County Clerk of the County of Salt Lake, Utah. If such counterparts are not filed in the above offices of each of the said two states on the same date, such agreement shall take effect as of 12:00 o'clock Midnight on the day on which the last required filing is made in said two states. Copies of this agreement, certified by the appropriate officials of Delaware or Utah, shall be filed and recorded in the offices of such County officials in California, Nevada, Oregon, Utah and Delaware, as may be required by the respective applicable laws of those states.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, if the Board of Directors of Southern Pacific Company in its discretion shall determine at any time prior to the filing of the Counterparts

of this agreement with the various state officials contemplated by paragraph SIXTH hereof (Whether before or after the approval of this agreement by the Interstate Commerce Commission and the stockholders of the corporations parties hereto), that for any reason satisfactory to such Board of Directors, it is inadvisable or impractical to consummate this agreement, such Board of Directors in any such case, without action or approval by the stockholders or any of the corporation, parties hereto, may abandon or refrain from making this agreement effective, and in such case this agreement shall not be filed or recorded and shall be void and of no effect.

EIGHTH: Southern Pacific Company shall pay all expenses and federal stamp taxes incident to carrying this agreement into effect.

NINTH: For the convenience of the parties and to facilitate the filing and recording of this agreement, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, the corporations parties hereto have caused this agreement to be signed in their respective corporate names by their respective presidents and attested by their respective secretaries and their respective corporate seals to be hereunto affixed, and all of the directors of each of said companies have duly subscribed their names to this agreement, all as of the day and year first above written.

Southern Pacific Company  
Delaware

SOUTHERN PACIFIC COMPANY  
By (Sgd.) D. J. Russell  
President

Attest: (Sgd.) H. J. Carroll  
Secretary

(Sgd.) Malcolm P. Aldrich  
(Sgd.) S. D. Bechtel  
(Sgd.) James B. Black  
(Sgd.) George L. Buland  
(Sgd.) J. W. Corbett  
(Sgd.) W. W. Crocker  
(Sgd.) Paul L. Davies  
(Sgd.) Cleveland E. Dodge  
(Sgd.) Kenneth L. Isaccs  
(Sgd.) Wm. DeForest Manice  
(Sgd.) Henry T. Mudd  
(Sgd.) Richard S. Perkins  
(Sgd.) D. J. Russell  
(Sgd.) William Swindells  
(Sgd.) Gardiner Symonds

Being all the directors of Southern Pacific Company

Central Pacific Railway Company  
Incorporated  
1899  
Utah

CENTRAL PACIFIC RAILWAY COMPANY  
By (Sgd.) Theodore Wright  
President

Attest: (Sgd.) T. F. Ryan  
Secretary

(Sgd.) P. J. Kendall  
(Sgd.) D. J. McGanney  
(Sgd.) R. L. Pierce  
(Sgd.) R. E. Plummer  
(Sgd.) Paul H. Ray  
(Sgd.) T. F. Ryan  
(Sgd.) H. J. Walker  
(Sgd.) Theodore Wright



(Sgd.) L. Frandsen

Being all the directors of  
Central Pacific Railway CompanyCERTIFICATES AND EXECUTIONS OF SOUTHERN PACIFIC COMPANY AND CENTRAL PACIFIC RAILWAY COMPANY  
MERGING PURSUANT TO FOREGOING AGREEMENT DATED AS OF NOVEMBER 21, 1958, AND FORMING AN INTEGRAL  
PART THEREOF.

The various certificates and executions which follow are in accordance with the general corporation laws dealing with corporate mergers of Delaware (## 251, 252, title 8, Delaware Code), and Utah (# 16-5-1, title 16, Utah Code). Authority to carry out this merger in accordance with the foregoing agreement and pursuant to the above state general corporation laws was granted by the Interstate Commerce Commission under Section 5 of the Interstate Commerce Act (49 U.S.C. #5) in its decision of April 21, 1959, in Finance Docket No. 20445, and order, pursuant thereto of May 28, 1959.

Certificate of Assistant Secretary of Southern Pacific Company in accordance with the laws  
of Delaware as to proceedings for merger

I, T. F. RYAN, Assistant Secretary of Southern Pacific Company, a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify:

1. That a special meeting of the stockholders of this Company duly and separately called to consider the advisability of approving the terms and conditions of a proposed agreement dated as of November 21, 1958, to carry out the merger of Central Pacific Railway Company into Southern Pacific Company was duly held on May 13, 1959, at the Sheraton-Plaza Hotel, Boston, Massachusetts; that due notice of the time, place and object of said meeting was given by publication at least once a week in newspapers published in the county wherein said corporation has its principal office (namely, in the Wilmington Morning News and Wilmington Journal - Every Evening, published in the City of Wilmington, County of New Castle, State of Delaware, on March 9, 16, 23, 30, 1959 (copy of which notice was duly mailed to the last known post office address of each stockholder of this Company at least 20 days prior to said meeting, namely, on March 31, 1959); that at said meeting said agreement was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; that the terms and conditions of said agreement were approved by the vote at said meeting of the holders of capital stock representing more than two-thirds of the total issued and outstanding capital stock of this Company, namely, by the vote of the holders of 7,700,299 issued and outstanding shares of stock of this Company (there being a total of 9,047,122.1128 issued and outstanding shares of stock of this Company, two-thirds of which are 6,031,414.741866); that at said meeting only 33,063 shares were voted for the rejection of said agreement; THAT SAID AGREEMENT WAS THEREFORE DULY APPROVED BY THIS Company in accordance with the general corporation laws relating to mergers of Delaware and in accordance with requirements of said agreement.

2. That the agreement to which this certificate is appended, filed with the Secretary of State of Delaware pursuant to sections 251 and 252, title 8, of the Delaware Code, is the agreement hereinabove referred to and sets forth the terms and conditions approved by the said vote of stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed hereto the corporate seal this 19th day of June, 1959.

Southern Pacific Company  
DelawareT. F. RYAN  
Assistant Secretary of  
Southern Pacific CompanyAFFIDAVITSTATE OF CALIFORNIA )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

T. F. RYAN, Being first duly sworn, deposes and says:

That he is Assistant Secretary of Southern Pacific Company, a corporation organized and existing under the laws of the State of Delaware, and that the matters set forth in the foregoing Certificate are, in all respects, true and correct of his own knowledge.

Subscribed and sworn to before me  
this 19th day of June, 1959.

T. F. RYAN

NORMAN T. STONE  
NOTARY PUBLIC in and for the City and County of San Francisco  
State of California. My commission expires October 25, 1960Norman T. Stone  
Notary Public, City & County of San  
Francisco, Calif.



Certificate of Secreatry of Central Pacific  
Railway Company as to proceedings for merger.

I. T. R. RYAN, Secretary of Central Pacific Railway Company, a corportation duly organized and existing under the laws of the State of Utah, do hereby certify:

1. That a special meeting of the stockholders of this Company, duly called to consider the advisability of approving the terms and conditions of a proposed agreement dated as of November 21, 1958, to carry out the merger of Central Pacific Railway Company into Southern Pacific Company, was duly held on May 14, 1959, at the offices of this Company at 65 Market Street, San Francisco, California; that at said meeting each holder of a share of corporate stock of this Company was represented in person or by proxy and that said stockholders un-animously waived notice of such meeting; that at said meeting each holder of a share of corporate stock of this Company cast one vote per share, in person or by proxy, for the approval or rejection of the terms and conditions of said agreement; that the terms and conditions of said agreement were approved by the vote at said meeting of the holders of more than a majority of the total issued and outstanding capital stock of this Company, namely, by the volte of the holders of all the issued and outstanding shares of stock of this Company (200,000 shares of preferred, of a par value \$100, and 672,755 shares of common stock, of a par value of \$100), the same constituting the only classes of outstanding stock of this Company; that said agreement was therefore duly approved by this Company in accordance with the general corporation laws, relating to mergers, of Utah and in accordance with the requirements of said agreement.

2. That the agreement to which this certificate is appended, filed with the Secretary of State of Utah, pursuant to section 16-5-1, title 16, of the Utah Code, is the agreement hereinabove referred to and sets forth the terms and conditions approved by the said vote of stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed hereto the corporate seal this 19th day of June, 1959.

Central Pacific Railway Company  
Incorporated  
1899  
Utah

T. F. RYAN  
Secretary of Central Pacific Railway Company

AFFIDAVIT

STATE OF CALIFORNIA                    )  
  ) ss.  
CITY AND COUNTY OF SAN FRANCISCO    )

T. F. RYAN, being first duly sworn, deposes and says:

That he is Secretary of Central Pacific Railway Company, a corporation organized and existing under the laws of the State of Utah, and that the matters set forth in the foregoing Certificate are, in all respects, tru and correct of his own knowledge.

T. F. RYAN

Subscribed and sworn to before me  
this 19th day of June, 1959.

NORMAN T. STONE  
NOTARY PUBLIC in and for the City and Codunty  
of San Francisco, State of California

Norman T. Stone  
Notary Public  
City and County San Francisco, Cal.

My Commission Expires October 25, 1960.

Executions of the agreement dated as of November 21, 1958,  
by the corporations merging pursuant thereto.

The foregoing agreement, dated as of November 21, 1958, providing for merger of Central Pacific Railway Company into Southern Pacific Company, having been duly approved and executed by all of the directors of each of the above corporations, and the said agreement having been duly approved and adopted by the holders of all the issued and outstanding stock of Central Pacific Railway Company and by the holders of more than two-thirds of all the issued and outstanding stock of Southern Pacific Company, all in accordance with, and in the manner provided by, the general corporation laws set forth in the Delaware Code and the Utah Code, and the said agreement having further been approved by the Interstate Commerce Commission by its decision of April 21, 1959, and order of May 28, 1959, in Finance Docket No. 20445, the President or Vice President and Secretary or Assistant Secretary of each said corportiona do now declare said agreement to have been duly adopted by each

of said corporation, according to law and according to its terms, and do now execute this said agreement under the respective seals of each of said corporations by the authority of the directors and stockholders of each, as the act, deed and agreement of each of said corporation, this 19th day of June, 1959.

Southern Pacific Company  
Delaware

SOUTHERN PACIFIC COMPANY

By D. J. McGanney  
Vice President

T. F. Ryan  
Assistant Secretary

Central Pacific Railway Company  
Incorporated  
1899  
Utah

CENTRAL PACIFIC RAILWAY COMPANY

By Theodore Wright  
President

T. F. Ryan  
Secretary

ACKNOWLEDGEMENTS

STATE OF CALIFORNIA )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On this 19th day of June, 1959, before me, a Notary Public, personally appeared D. J. McGanney and T. F. RYAN known to me to be the Vice President and Assistant Secretary, respectively, of Southern Pacific Company, a corporation organized and existing under the laws of Delaware, one of the parties to the within agreement dated as of November 21, 1958, and providing for the merger of Central Pacific Railway Company into Southern Pacific Company, and they did severally acknowledge that they had signed said agreement on behalf of Southern Pacific Company in their own proper handwriting and attached thereto its corporate seal; and that Southern Pacific Company had executed said agreement as its own act, deed and agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Norman T. Stone  
Notary Public  
City & County  
San Francisco, Cal.

NORMAN T. STONE  
Notary Public in and for the City and  
County of San Francisco, State of California.

My Commission Expires October 25, 1960.

STATE OF CALIFORNIA )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On this 19th day of June, 1959, before me, a Notary Public, personally appeared THEODORE WRIGHT and T. F. RYAN, known to me to be the President and Secretary, respectively, of Central Pacific Railway Company, a corporation organized and existing under the laws of Utah, one of the parties to the within agreement dated as of November 21, 1958, and providing for the merger of Central Pacific Railway Company into Southern Pacific Company, and they did severally acknowledge that they had signed said agreement on behalf of Central Pacific Railway Company in their own proper handwriting and attached thereto its corporate seal, and that Central Pacific Railway Company had executed said agreement as its own act, deed and agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Norman T. Stone  
Notary Public  
City & County  
San Francisco, Cal.

NORMAN T. STONE  
Notary Public in and for the City and County  
of San Francisco, State of California.

My Commission Expires October 25, 1960.

STATE OF DELAWARE  
OFFICE OF SECRETARY OF STATE.

I, GEORGE J. SCHULZ, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger between the "SOUTHERN PACIFIC COMPANY", a corporation organized and existing under the laws of the State of Delaware and "CENTRAL PACIFIC RAILWAY COMPANY", a corporation organized and existing under the laws of the State of Utah, under the name of "SOUTHERN PACIFIC COMPANY", as received and filed in this office the thirtieth day of June, A.D. 1959,



at 1:30 O'clock P. M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirtieth day of June in the year of our Lord one thousand nine hundred and fifty-nine.

(Official Seal)

George J. Schulz

Secretary of State

M. D. Tomlinson

Ass't. Secretary of State.

Recorded at the request of Southern Pacific Co., September 11, A.D., 1959 At 08 minutes past 8 A. M.

Willis A. jDePaoli - Recorder