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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2007 DEC -5 AM 9:45

MICHAEL A. BROWN
RECORDER

**LAKE COUNTY
STATE OF INDIANA**

NOTICE OF MERGER

TO WHOM IT MAY CONCERN, you are hereby put on notice:

WHEREAS, on August 26, 2004, NEW YORK CENTRAL LINES, LLC, a foreign limited liability company organized under the laws of Delaware, merged into NYC NEWCO, INC., a Virginia corporation; and

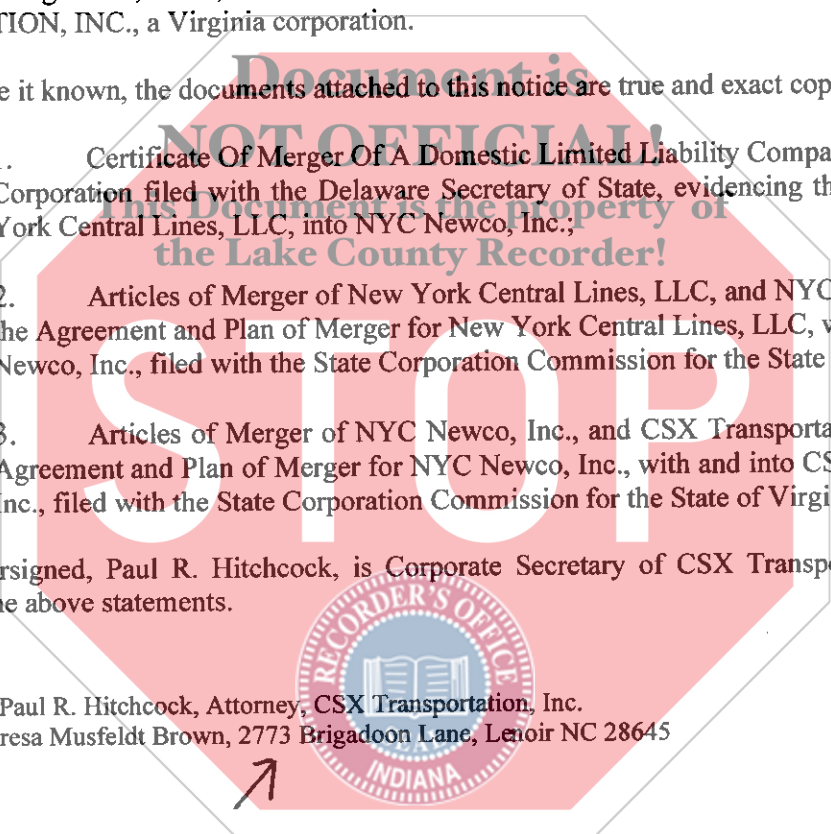
WHEREAS, on August 26, 2004, NYC NEWCO, INC., a Virginia corporation, merged into CSX TRANSPORTATION, INC., a Virginia corporation.

THEREFORE, be it known, the documents attached to this notice are true and exact copies of:

1. Certificate Of Merger Of A Domestic Limited Liability Company Into A Foreign Corporation filed with the Delaware Secretary of State, evidencing the merger of New York Central Lines, LLC, into NYC Newco, Inc.;
2. Articles of Merger of New York Central Lines, LLC, and NYC Newco, Inc., and the Agreement and Plan of Merger for New York Central Lines, LLC, with and into NYC Newco, Inc., filed with the State Corporation Commission for the State of Virginia; and
3. Articles of Merger of NYC Newco, Inc., and CSX Transportation, Inc., and the Agreement and Plan of Merger for NYC Newco, Inc., with and into CSX Transportation, Inc., filed with the State Corporation Commission for the State of Virginia.

THAT the undersigned, Paul R. Hitchcock, is Corporate Secretary of CSX Transportation, Inc., and hereby affirms the above statements.

Prepared by: Paul R. Hitchcock, Attorney, CSX Transportation, Inc.
Return to: Teresa Musfeldt Brown, 2773 Brigadoon Lane, Lenoir NC 28645



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28th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this the
day of September, 2007.

CSX TRANSPORTATION, INC.

Paul R. Hitchcock

By: Paul R. Hitchcock
Its: Corporate Secretary



**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

- First:** The name of the surviving Corporation is NYC Newco, Inc., a Foreign Corporation.
- Second:** The jurisdiction in which this Foreign Corporation was formed is the Commonwealth of Virginia.
- Third:** The name of the Limited Liability Company being merged into the Foreign Corporation is New York Central Lines LLC, a Delaware Limited Liability Company.
- Fourth:** The agreement and plan of merger has been approved and executed by each of the business entities which are to merge.
- Fifth:** An agreement and plan of merger is on file at a place of business of the surviving Foreign Corporation, and the address thereof is 500 Water Street, Jacksonville, Florida 32202.
- Sixth:** A copy of the agreement and plan of merger will be furnished by the surviving Foreign Corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.
- Seventh:** The surviving Foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit, or proceeding, and the address to which a copy of such process shall be mailed to by the Secretary of State is Gordon F. Bailey, c/o NYC Newco, Inc., 500 Water Street, 14th Floor C160, Jacksonville, Florida, 32202.
- Eighth:** This Certificate of Merger shall become effective on August 27, 2004 at 11:50 p.m. Eastern Standard Time.

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 26th day of August, A.D., 2004.



NYC NEWCO, INC.

By:

Louis G. Recher
Louis G. Recher
Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:23 PM 08/26/2004
FILED 03:15 PM 08/26/2004
SRV 040625230 - 3037602 FILE

Delaware

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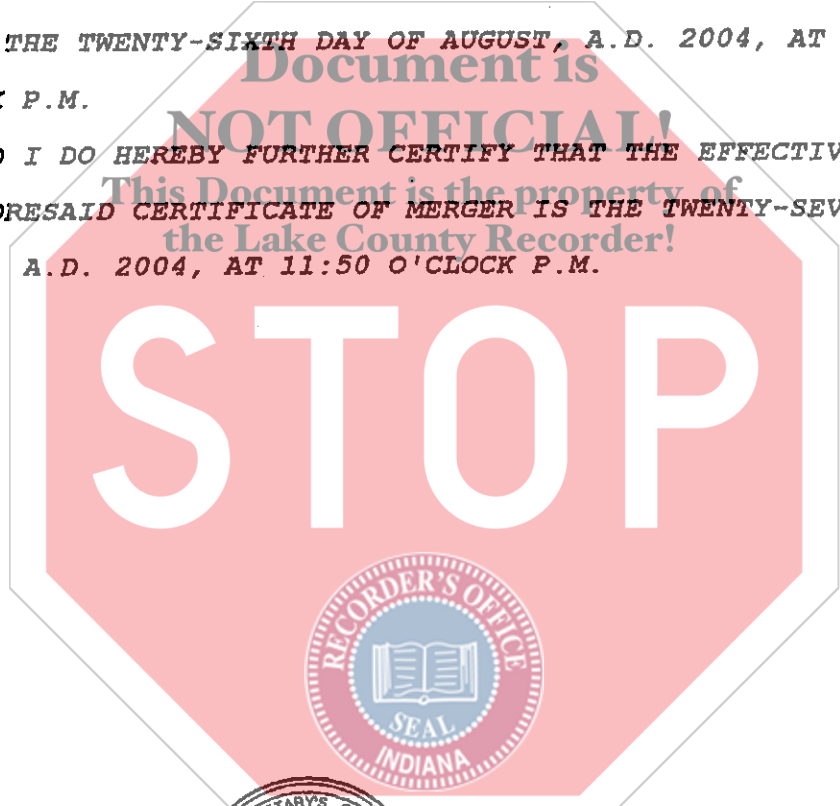
The First State

I, HARRIET SMITH WINDSOR, 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:

"NEW YORK CENTRAL LINES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "NYC NEWCO, INC." UNDER THE NAME OF "NYC NEWCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2004, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2004, AT 11:50 O'CLOCK P.M.



3037602 8100M

070976572

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5968822

DATE: 08-31-07



SCC720
(06/02)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF MERGER
OF
NEW YORK CENTRAL LINES LLC AND NYC NEWCO, INC.

The undersigned entities, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following Articles of Merger and set forth:

ONE

Attached hereto as Exhibit A is the Agreement and Plan of Merger for the merger of New York Central Lines LLC, a Delaware limited liability company, with and into NYC Newco, Inc., a Virginia corporation.

TWO

The Agreement and Plan of Merger was adopted by the Board of Directors of NYC Newco, Inc. Pursuant to Sections 13.1-718G.1-4 and 13.1-722 of the Code of Virginia, the approval of the shareholders of NYC Newco, Inc., the surviving corporation, is not required for a merger that complies with the referenced code sections. In accordance with Section 18-209 of Title 6 of the Code of Delaware, the sole Member of New York Central Lines LLC approved and adopted the Agreement and Plan of Merger.

THREE

Pursuant to Section 13.1-722(3) of the Code of Virginia, the following information is included in these Articles of Merger: NYC Newco, Inc. is the domestic, surviving corporation of the merger and is organized under the law of Virginia; New York Central Lines LLC is a foreign limited liability company organized under the law of Delaware and will be merged out of existence pursuant to the Agreement and Plan of Merger; the merger is permitted under the law of Delaware; and New York Central Lines LLC has complied with Delaware law in effecting the merger.

FOUR

These Articles of Merger shall become effective on August 27, 2004 at 11:50 p.m.

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



NYC NEWCO, INC.

By:

Louis G. Recher
Louis G. Recher
Vice President

NEW YORK CENTRAL LINES LLC

By:

Louis G. Recher
Louis G. Recher
Authorized Signatory

AGREEMENT AND PLAN OF MERGER

New York Central Lines LLC
with and into
NYC Newco, Inc.

This Agreement and Plan of Merger is made and entered into this 26th day of August, 2004, by and between New York Central Lines LLC, a Delaware limited liability company ("NYC"), and NYC Newco, Inc., a Virginia corporation ("NYC Newco" or the "Surviving Corporation").

WHEREAS,

- A. NYC Newco is a corporation organized and existing under the laws of the Commonwealth of Virginia and is a wholly owned subsidiary of CSX Transportation, Inc. ("CSXT");
- B. NYC is a limited liability company organized and existing under the laws of the State of Delaware and NYC Newco possesses all of the membership interests in NYC; and
- C. The Board of Directors of NYC Newco deems it advisable for NYC to merge with and into NYC Newco.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, NYC and NYC Newco hereby agree to the following Agreement and Plan of Merger:

1. Names of Constituent Entities.

New York Central Lines LLC and NYC Newco, Inc. are the Constituent Entities. NYC will merge with and into NYC Newco. NYC Newco will be the Surviving Corporation.

2. Terms and Conditions of Merger.

The effective date of the merger shall be the closing date of the transactions contemplated in the Distribution Agreement dated as of July 26, 2004 by and among CSXT, NYC, NYC Newco, Consolidated Rail Corporation ("Conrail") and its parent companies, and the other entities party thereto.

Upon the effective date of the merger, the separate existence of NYC shall cease, title to all real estate and other property owned by NYC or NYC Newco shall be vested in NYC Newco without reversion or impairment, and the Surviving Corporation shall have all liabilities of NYC and NYC Newco. Any proceeding pending by or against NYC or NYC Newco may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for NYC.

3. Governing Law.

The law of the Commonwealth of Virginia shall govern the Surviving Corporation.

4. Name.

The name of the Surviving Corporation shall be NYC Newco, Inc.

5. Registered Office.

The address of the registered office of the Surviving Corporation shall be 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060. The registered agent of the Surviving Corporation at the foregoing address shall be CT Corporation System.

6. Accounting.

The assets and liabilities of NYC and NYC Newco as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Entities.

7. The Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of NYC Newco as of the effective date of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Directors.

The directors of NYC Newco as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

9. Manner and Basis of Converting Shares.

NYC Newco owns one hundred percent (100%) of the membership interests of NYC. On the effective date of the merger, all of the membership interests in NYC shall be cancelled. All of the issued and outstanding shares of stock of NYC Newco shall remain unaffected and no additional shares thereof shall be issued as a result of this merger. No rights to acquire obligations, securities or membership interests in NYC exist at or prior to the effective date of the merger.

10. Termination of Merger.

This merger may be abandoned at any time prior to the filing of Articles of Merger with the Virginia State Corporation Commission or a Certificate of Merger with the Delaware Division of Corporations, upon a vote of a majority of the Board of Directors of NYC Newco. If

the merger is terminated, there shall be no liability on the part of the Constituent Entities, NYC Newco's Board of Directors, the Member or Managers of NYC, or shareholders, if any.

11. Counterparts.

This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been adopted by each of the Constituent Entities and executed by the undersigned as of the date first above written.

NYC NEWCO, INC.

By: Louis G. Recher
Louis G. Recher
Vice President

Document is
NOT OFFICIAL!
NEW YORK CENTRAL LINES LLC

This Document is the property of
the Lake County Recorder!

By: Louis G. Recher
Louis G. Recher
Authorized Signatory

STOP



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 26, 2004

The State Corporation Commission finds the accompanying articles submitted on behalf of
NYC Newco, Inc.

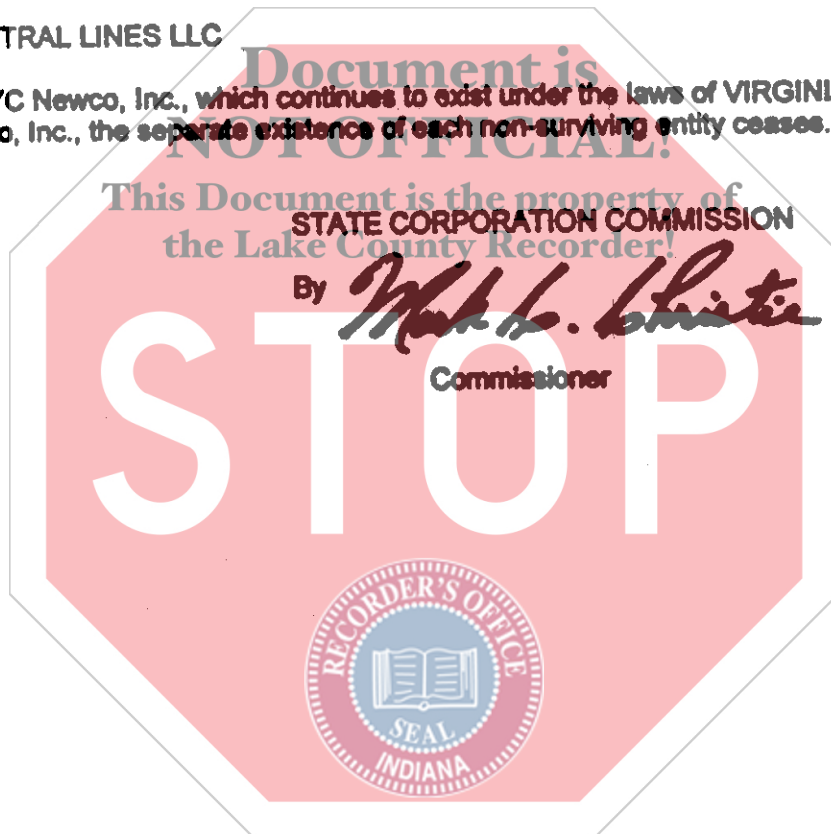
to comply with the requirements of law and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective August 27, 2004, at 11:50 PM. Each of the following:

NEW YORK CENTRAL LINES LLC

is merged into NYC Newco, Inc., which continues to exist under the laws of VIRGINIA with the
name NYC Newco, Inc., the separate existence of each non-surviving entity ceases.



Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of NYC Newco, Inc. issued August 27, 2004.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 4, 2007*



Joel H. Peck
Joel H. Peck, Clerk of the Commission



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF MERGER

OF

NYC NEWCO, INC. AND CSX TRANSPORTATION, INC.

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 NYC Newco, Inc, a Virginia corporation, with and into CSX Transportation, Inc., a Virginia corporation.

TWO

The Plan of Merger was adopted by the Board of Directors of CSX Transportation, Inc. Pursuant to Section 13.1-719 of the Code of Virginia, ~~neither the approval of the shareholder of CSX Transportation, Inc., the surviving corporation, nor the approval of the shareholders of NYC Newco, Inc., the merged subsidiary corporation, is 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.

CSX TRANSPORTATION, INC.

By:


Louis G. Recher
Authorized Signatory



PLAN OF MERGER

NYC Newco, Inc.
with and into
CSX Transportation, Inc.

This Plan of Merger is made and entered into this 26th day of August, 2004, by and between NYC Newco, Inc., a Virginia corporation ("NYC Newco"), and CSX Transportation, Inc., a Virginia corporation ("CSXT" or the "Surviving Corporation").

WHEREAS,

- A. NYC Newco is a corporation organized and existing under the laws of the Commonwealth of Virginia, is a wholly owned subsidiary of CSXT and has authorized capital consisting of 1,000 shares of common stock, of which 1,000 shares are issued and outstanding;
- B. CSXT is a corporation organized and existing under the laws of the Commonwealth of Virginia and is a wholly owned subsidiary of CSX Corporation; and
- C. The Board of Directors of CSXT deems it advisable for NYC Newco to merge with and into CSXT.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, NYC Newco and CSXT hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations

NYC Newco, Inc. and CSX Transportation, Inc. are the Constituent Corporations. NYC Newco will merge with and into CSXT. CSXT will be the Surviving Corporation.

2. Terms and Conditions of Merger.

The effective date of the merger shall be the closing date of the transactions contemplated in the Distribution Agreement dated as of July 26, 2004 by and among CSXT, New York Central Lines LLC ("NYC"), NYC Newco, Consolidated Rail Corporation ("Conrail") and its parent companies, and the other entities party thereto; PROVIDED that, in no event will the merger of NYC Newco with and into CSXT be effective prior to the merger of NYC with and into NYC Newco.

Upon the effective date of the merger, the separate corporate existence of NYC Newco shall cease, title to all real estate and other property owned by NYC Newco or CSXT shall be vested in CSXT without reversion or impairment, and the Surviving Corporation shall have all liabilities of NYC Newco and CSXT. Any proceeding pending by or against NYC Newco or CSXT may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for NYC Newco.

3. Governing Law.

The law of the Commonwealth of Virginia shall govern the Surviving Corporation.

4. Name.

The name of the Surviving Corporation shall be CSX Transportation, Inc.

5. Registered Office.

The address of the registered office of the Surviving Corporation shall be 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060. The registered agent of the Surviving Corporation at the foregoing address shall be CT Corporation System.

6. Accounting.

The assets and liabilities of NYC Newco and CSXT as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. The Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of CSXT as of the effective date of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Directors.

The directors of CSXT as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

9. Manner and Basis of Converting Shares.

CSXT owns one hundred percent (100%) of the issued and outstanding shares of the common stock of NYC Newco. There is no other class of stock authorized. On the effective date of the merger, all of the issued and outstanding shares of common stock in NYC Newco shall be cancelled. All of the issued and outstanding shares of stock of CSXT shall remain unaffected; no additional shares thereof shall be issued as a result of this merger. No rights to acquire shares, obligations or other securities of NYC Newco exist at or prior to the effective date of the merger.

10. Termination of Merger.

This merger may be abandoned at any time prior to the filing of Articles of Merger with the Virginia State Corporation Commission, upon a vote of a majority of the Board of Directors

of CSXT. If the merger is terminated, there shall be no liability on the part of either one of the Constituent Corporations, their respective Boards of Directors, or shareholders.

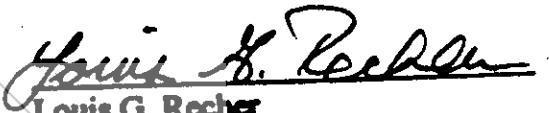
11. Counterparts.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by each of the Constituent Corporations and executed by the undersigned as of the date first above written.

CSX TRANSPORTATION, INC.

By:



Louis G. Recher
Authorized Signatory

Document is
NOT OFFICIAL!

This Document is the property of NYC NEWCO, INC.
the Lake County Recorder!

By:



Louis G. Recher
Vice President

STOP



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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 26, 2004

The State Corporation Commission finds the accompanying articles submitted on behalf of
CSX TRANSPORTATION, INC.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective August 27, 2004, at 11:59 PM. Each of the following:

NYC Newco, Inc.

is merged into CSX TRANSPORTATION, INC., which continues to exist under the laws of
VIRGINIA with the name CSX TRANSPORTATION, INC., the separate existence of each non-
surviving entity ceases.

STATE CORPORATION COMMISSION

By

Mark L. Christie

Commissioner



Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

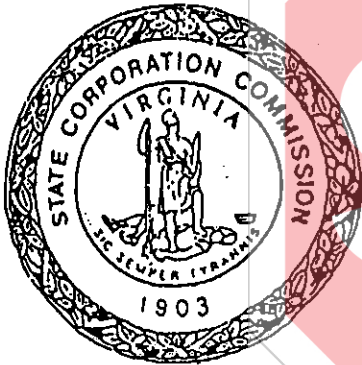
The foregoing is a true copy of the certificate of merger of NYC Newco, Inc. issued August 27, 2004.

Nothing more is hereby certified.

**Document is
NOT OFFICIAL!**

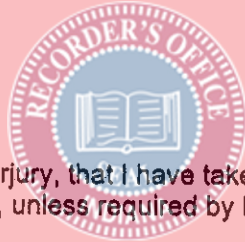
**This Document is the property of
the Lake County Recorder!**

*Signed and Sealed at Richmond on this Date:
September 4, 2007*



Joel H. Peck

Joel H. Peck, Clerk of the Commission



I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

Teresa Musfeldt Brown

Teresa Musfeldt Brown