

BURLINGTON NORTHERN

Burlington Northern Inc
840 Central Building
Seattle, Washington 98104

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R. PAUL TJOSSEM
Regional Counsel

George C. Johnson, Jr.
General Attorney
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Attorney

June 17, 1970

Honorable Pete T. Cenarrusa
Secretary of State
State of Idaho
Boise, Idaho 83707

Dear Sir:

Re: Burlington Northern Inc. merger

In response to my telephone call of June 10, your Corporation Clerk forwarded to this office several Certificate of Withdrawal forms for use in withdrawing Northern Pacific Railway Company and Great Northern Railway Company from the corporate records of Idaho, in view of their merger into Burlington Northern Inc. I have reviewed those forms and find them inappropriate since neither corporation any longer legally exists.

The instruments filed with your office in connection with the registration of Burlington Northern Inc. show on their face that both Northern Pacific Railway Company and Great Northern Railway Company were merged into Great Northern Pacific & Burlington Lines, Inc. by Articles of Merger which were approved by the Interstate Commerce Commission and subsequently upheld by the Courts. Thereafter the corporate name was changed to Burlington Northern Inc. and the actual merger became effective March 3, 1970. On March 2, 1970, both Northern Pacific Railway Company and Great Northern Railway Company ceased to exist as corporate entities, and all their assets, rights and responsibilities were assumed by the merged company. Therefore, said corporations' authority to transact business in the State of Idaho was surrendered as of that time.

The merged company by its registration has, of course, consented to process against it in any action upon any liability or obligation incurred within the State of Idaho since its registration. The Secretary of State may mail a copy of any process against either the former Northern Pacific Railway Company or the Great Northern Railway Company to Mr. Verner Clemens at Lewiston, Idaho, who is



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the registered agent in Idaho for the merged company.

In view of the above, I wonder if there is any necessity for processing this matter any further. If you still feel that there is, please advise and furnish forms which would be appropriate under the circumstances so that I may have them completed.

Thank you for your courtesies.

Yours truly,

Woodrow B. Taylor
Associate Regional Counsel

WLT/est

cc: Mr. H. V. Rhedin