

F07000004031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

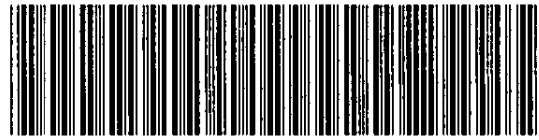
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APPROVED
AND
FILED
09 NOV 14 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For [unclear] 12/16/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CSX RESIDUAL COMPANY
Name of Corporation

DOCUMENT NUMBER: F07000004031

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rosemary J. Gulin
Name of Contact Person

CSX Corproation
Firm/Company

500n Water Street, C160
Address

Jacksonville, FL 32202
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosemary J. Gulin at (904) 359-3217
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Exccutive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000004031

(Document number of corporation (if known))

1. CSX RESIDUAL CORPORATION
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE 3. 08/09/2007
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03/06/2009

5. RESIDUAL ENTERPRISES CORPORATION
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

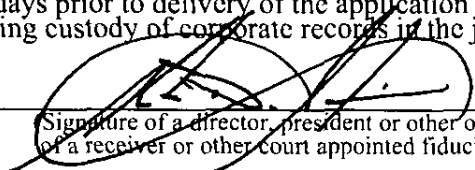
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark D. Austin
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)

09 NOV 14 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Delaware

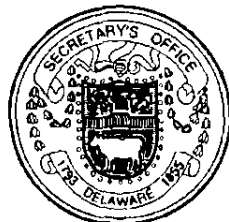
PAGE 1

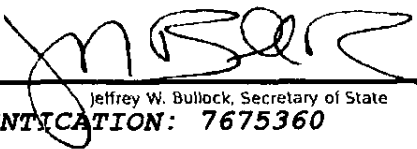
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CSX RESIDUAL COMPANY", CHANGING ITS NAME FROM "CSX RESIDUAL COMPANY" TO "RESIDUAL ENTERPRISES CORPORATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2009, AT 3:24 O'CLOCK P.M.

2730888 8100

091066338




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7675360

DATE: 12-03-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:50 PM 03/06/2009
FILED 03:24 PM 03/06/2009
SRV 090245254 - 2730888 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CSX RESIDUAL COMPANY**

CSX Residual Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article I in its entirety and by substituting in lieu thereof a new Article I to read as follows:

"ARTICLE I

The name of the Corporation is Residual Enterprises Corporation."

SECOND: The foregoing amendment of the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242(b)(1) of the General Corporation Law of the State of Delaware by (a) the Board of Directors of the Corporation having duly adopted resolutions setting forth said amendment, declaring said amendment to be advisable and directing that said amendment be submitted to the stockholders of the Corporation for approval and adoption and (b) the stockholders of the Corporation having duly approved and adopted said amendment by action by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation of CSX Residual Company to be executed by an authorized officer of the Corporation this 6th day of March, 2009.

CSX RESIDUAL COMPANY

By: 

Mark D. Austin
Corporate Secretary

CSX Corporation
CSX Transportation, Inc.

2007 Outside Counsel Evaluation Scorecard

ARNOLD & PORTER LLP

Overview

Total Score (max 40)	Historic Discount	Total Payout (% of billed)	Net Bonus (Holdback)	Rank Among CSX Core Firms
29.6	0%	103%	3%	First Quartile

Evaluation Results

Score	Positive Comments	Negative Comments
Budget		
6.6	<ul style="list-style-type: none"> Extremely thorough and accurate budgets 	<ul style="list-style-type: none"> Could increase focus on budgeting for third-party consultants
Effectiveness		
7.9	<ul style="list-style-type: none"> Focused, responsive and extremely capable Great result upsetting Teris class certification 	
Communication		
7.0	<ul style="list-style-type: none"> Good working relationships with local counsel 	<ul style="list-style-type: none"> Some initial confusion regarding legal risk assessment instructions
Advocacy		
8.1	<ul style="list-style-type: none"> Outstanding strategic advocacy on Massachusetts transactions Creative and businesslike solutions to problems facing CSX 	

2008 Highlights for All Core Firms

- By January 31st, please provide a concise written summary to Ellen Fitzsimmons of your firm's ideas as to how CSX can be a more effective partner, advocate and user of legal services.
- The formal annual feedback you provide is important to CSX, but we also wish to underscore that you should contact Ellen Fitzsimmons or the Law Department General Counsels - Nick Yovanovic, Nathan Goldman and David Bowling – anytime that you have suggestions for how CSX can improve its business or the functioning of the Law and Public Affairs organization.
- In your feedback to CSX, you should pay particular attention to ways in which you believe that the company could avoid future issues or prevent the reoccurrence of problems.