

01-20-1999



FORM PTO-1594 (Rev. 6/93)

100878728 RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Attorney Docket No. 030778-058 (EDW)

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MRO 6/23/98

1. Name of conveying party(ies): The Columbia Gas System, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation - Delaware Other: Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies): Name: Columbia Energy Group Address: 12355 Sunrise Valley Drive Suite 300 Reston, Virginia 20191-3420 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation - Delaware [] Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name Other: Effective Date: January 16, 1998 Execution Date: January 16, 1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See list attached. B. Trademark Registration No.(s) See list attached. Additional numbers attached? [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Bassam N. Ibrahim, Esquire Address: Burns, Doane, Swecker & Mathis, L.L.P. Post Office Box 1404 Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 30 7. Total fee (37 CFR 3.41): \$765.00 [X] Enclosed [X] Authorized to be charged to deposit account, if necessary 8. Deposit account number: 02-4800 CHARGE FEE (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

DO NOT CHARGE SPEC

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Bassam N. Ibrahim Name of Person Signing Signature Date 6/23/98 EXP FEE

Total number of pages including cover sheet, attachments, and document:

Attachment A

<u>Mark</u>	<u>Application or Registration No.</u>
COLUMBIA & Design	75/424,973
energy.com	75/424,972
COLUMBIA GAS & Design	75/424,971
COLUMBIA ENERGY UTILITY LINE REPAIR PROGRAM	75/409,302
COLUMBIA ENERGY WATER-LINE GUARANTEE	75/408,079
COLUMBIA ENERGY GAS LINE GUARANTEE	75/408,078
COLUMBIA	75/407,157
COLUMBIA ENERGY GROUP	75/407,156
COLUMBIA ENERGY	75/407,155
COLUMBIA ENERGY GROUP & Design	75/400,368
COLUMBIA ENERGY GROUP	75/360,047
COLUMBIA	75/360,033
COLUMBIA ENERGY	75/360,032
CES	75/324,340
RELIABLE SERVICE FROM A TRUSTED SOURCE	75/143,037
GAS LINE GUARANTEE	75/135,004
APPLIANCE PARTNER	75/117,130
PAYMENT PARTNER	75/093,098
COLUMBIA ENERGY SERVICES YOUR ENERGY SOLUTION	2,114,397
COLUMBIA ENERGY SERVICES	2,094,506
THE COLUMBIA ENERGY MARKET CENTER	2,092,434
THE FAST LANE	2,021,784
THE CLEAN RIDE!	1,615,263
COLUMBIA (Stylized)	1,615,262
HEATFLAME	1,339,961
COMMONWEALTH	1,323,742
COLUMBIA GAS	1,293,317
COLUMBIA & Design	1,072,417
COLUMBIA GAS SYSTEM & Design	1,070,430
COLUMBIA GAS SYSTEM	1,070,429

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:

"COLUMBIA ENERGY GROUP, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE COLUMBIA GAS SYSTEM, INC." UNDER THE NAME OF "COLUMBIA ENERGY GROUP", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JANUARY, A.D. 1998, AT 8:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0208226 8100M

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AUTHENTICATION: 8871089

DATE ~~FRAM~~ MARK

REEL: 1791 FRAME: 0269

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 01/16/1998
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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
COLUMBIA ENERGY GROUP, INC.
INTO
THE COLUMBIA GAS SYSTEM, INC.
(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)

The Columbia Gas System, Inc., a corporation organized and existing under the laws of the State of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation owns all of the outstanding shares of common stock (the only outstanding class of stock) of Columbia Energy Group, Inc., a corporation incorporated on the 17th day of November, 1997, pursuant to the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 et seq. (the "DGCL").

SECOND: That this Corporation, by resolutions (the "Resolutions of Merger") duly adopted by its Board of Directors, at a meeting thereof duly called and held on the 19th day of November, 1997, at which a quorum was present and acting throughout, determined to effect a merger of said Columbia Energy Group, Inc. into itself, pursuant to Section 253 of the DGCL, in which this Corporation shall be the surviving corporation (the "Merger"). A true and correct copy of the Resolutions of Merger is annexed hereto as Exhibit A and incorporated herein by reference. The Resolutions of Merger have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

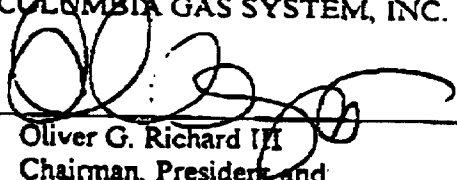
THIRD: That, as provided in the Resolutions of Merger: (a) Pursuant to Section 253(b) of the DGCL, upon the Merger becoming effective, the name of the surviving corporation shall be changed from "The Columbia Gas System, Inc." to "Columbia Energy Group"; and (b) Pursuant to Section 102(a)(1) of the DGCL, the undersigned hereby certifies that the surviving corporation's total assets, as defined in 8 Del. C. § 503(i), are not less than \$10,000,000.00.

FOURTH: That the Merger shall become effective at 5:00 p.m. upon the date of filing of this certificate with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, The Columbia Gas System, Inc. has caused this Certificate to be executed and acknowledged in accordance with Section 103 of the DGCL by Oliver G. Richard III, its Chairman, President and Chief Executive Officer.

THE COLUMBIA GAS SYSTEM, INC.

By: _____



Oliver G. Richard III
Chairman, President and
Chief Executive Officer

EXHIBIT A TO CERTIFICATE OF OWNERSHIP AND MERGER**Resolutions Of Merger**

RESOLVED, that the form, terms and provisions of the following Plan of Merger and the consummation of the Merger and Name Change (as such terms are defined therein) be, and they hereby are, authorized, approved and adopted in all respects:

Plan Of Merger

FIRST: Upon the Effective Time of the Merger (as defined in Article SECOND hereof), Columbia Energy Group, Inc., a Delaware corporation ("CEG") shall be merged (the "Merger") with and into The Columbia Gas System, Inc. ("Columbia"). The merger shall be effectuated pursuant to the provisions of Section 253 of the Delaware General Corporation Law, 8 Del. C. §§ 101 et. seq. (the "DGCL"), and this plan of merger (the "Plan of Merger"). Columbia shall be, immediately prior to the Merger, the owner of all of the issued and outstanding shares of each class of CEG's stock. Columbia shall be the corporation surviving the Merger and hereinafter sometimes is referred to as the "Surviving Corporation." CEG and Columbia are hereinafter sometimes collectively referred to as the "Constituent Corporations." The Surviving Corporation shall continue its corporate existence under the DGCL, including, without limitation, the provisions of Section 259 of the DGCL, and shall possess all the rights and assets of each of the Constituent Corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL.

SECOND: The Merger shall become effective and the separate corporate existence of CEG shall cease upon the filing of a certificate of ownership and merger (the "Certificate of Ownership and Merger") with the Office of the Secretary of State of the State of Delaware (the "Secretary of State") with respect to the Merger in accordance with Section 253 of the DGCL. The date and time of such filing shall be the "Effective Time of the Merger" as such term is used in this Plan of Merger.

THIRD: (a) Except as provided in Article FIFTH hereof, the certificate of incorporation of Columbia, as in effect immediately prior to the Effective Time of the Merger (the "Columbia Charter") shall, upon the Effective Time of the Merger, continue in full force and effect as the certificate of incorporation of the Surviving Corporation, until amended as provided by law.

(b) Except as provided in Article FIFTH hereof, the By-Laws of Columbia as in effect immediately prior to the Effective Time of the Merger shall, upon the Effective Time of the Merger, continue in full force and effect as the By-Laws of the Surviving Corporation until amended or repealed as therein

provided

FOURTH: (a) The directors of Columbia immediately prior to the Effective Time of the Merger shall, upon the Effective Time of the Merger, continue to be the directors of the Surviving Corporation and shall serve until their respective successors have been duly elected and qualified.

(b) The officers of Columbia immediately prior to the Effective Time of the Merger shall, upon the Effective Time of the Merger, continue to be the officers of the Surviving Corporation and shall serve until their respective successors shall have been duly appointed.

FIFTH: (a) Upon the Effective Time of the Merger, in accordance with Section 253(b) of the DGCL, the Columbia Charter shall be, and hereby is, amended to change the name of Columbia from "The Columbia Gas System, Inc." to "Columbia Energy Group" (the "Name Change"), and any reference to "The Columbia Gas System, Inc." therein shall thereupon be deemed to refer to "Columbia Energy Group." Pursuant to Section 104 of the DGCL, the filed Certificate of Ownership and Merger shall have the effect of striking the text of Article I of the Columbia Charter in its entirety and inserting in lieu thereof the following:

Article I

Name

"The name of this Corporation is Columbia Energy Group."

(b) Upon the Effective Time of the Merger, the By-Laws of Columbia shall be, and hereby are, amended to delete the name "The Columbia Gas System, Inc." wherever it may therein appear, and substitute therefor in all such places the name "Columbia Energy Group."

SIXTH: Columbia shall file the Certificate of Ownership and Merger with the Secretary of State pursuant to Sections 103 and 253 of the DGCL at such time as Columbia in its sole discretion shall determine.

SEVENTH: Upon the Effective Time of the Merger, without the exchange of stock certificates or the taking of any other action on the part of Columbia or the respective holders of such stock certificates, each certificate that immediately prior to the Effective Time of the Merger represented a share or shares of stock of Columbia shall, upon the Effective Time of the Merger, continue to represent the same share or shares of stock of Columbia as the Surviving Corporation, notwithstanding the Name Change.