

RECC  
TR

05-05-2000

Docket No.:

DYN138



101347711

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To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):  
**NGC Corporation**  
 APR 14 PM 3:29  
 OPR/FINANCE

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Delaware**  
 Other

Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: **Dynegy Inc.**

Internal Address: \_\_\_\_\_

Street Address: **1000 Louisiana**

City: **Houston**                      State: **TX**    ZIP: **77002**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes  N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)                       Yes  N

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other

Execution Date: **July 6, 1998**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

**75467972      75497121**  
**75467971      75495610**  
**75497120**

Additional numbers                       Yes  No

B. Trademark Registration No.(s)

**2179854**

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **W. Scott Brown**

Internal Address: **2300 First City Tower**

Street Address: **1001 Fannin**

City: **Houston**                      State: **TX**    ZIP: **77002**

6. Total number of applications and registrations involved:..... **6**

7. Total fee (37 CFR 3.41):.....\$ **\$165.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

**22-0365 (if additional fees are necessary)**

05/04/2000 15HABA77 00000159 75467972 DO NOT USE THIS SPACE

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.*

**W. Scott Brown**                                           **April 12, 2000**

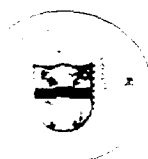
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **3**

State of Delaware

Office of the Secretary of State

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 AMENDMENT OF "NGC CORPORATION", CHANGING ITS NAME FROM "NGC CORPORATION" TO "DYNEGY INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 1998, AT 1:15 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2624289 8100

981260936

AUTHENTICATION: 9179685  
DATE: 07-06-98

TRADEMARK  
REEL: 002066 FRAME: 0981

**CERTIFICATE OF AMENDMENT  
TO  
THE RESTATED CERTIFICATE OF INCORPORATION  
OF  
NGC CORPORATION**

NGC CORPORATION, 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: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring the following amendment of the Restated Certificate of Incorporation of the Corporation to be advisable and recommending the adoption of such amendment by the stockholders of the Corporation

SECOND: That in lieu of a meeting and vote of the stockholders of the Corporation, the requisite stockholder approval was obtained by written consent to the following amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law ("DGCL") and prompt notice of taking of corporate action without a meeting has been duly given in accordance with Section 228(d) of the DGCL.

THIRD: The Restated Certificate of Incorporation of the Corporation is amended by deleting article First in its entirety and replacing it with a new article First which reads as follows:

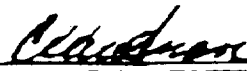
"FIRST The name of the corporation is 'Dynegy Inc.' (the 'Corporation')"

FOURTH That the amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL

FIFTH: This Certificate of Amendment shall become effective at 5:00 p.m., Eastern Standard Time, on July 6, 1998.

IN WITNESS WHEREOF, NGC Corporation has caused this certificate to be signed by C. L. Watson, its Chairman of the Board and Chief Executive Officer, this 6th day of July, 1998.

NGC CORPORATION

By:   
C. L. Watson  
Chairman of the Board and  
Chief Executive Officer

# Vinson & Elkins

ATTORNEYS AT LAW

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April 12, 2000

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Assignment of Dynegy family of marks  
Our Files: DYN138/5-1; 5-3; 5-4; 5-5; 5-6; 5-7

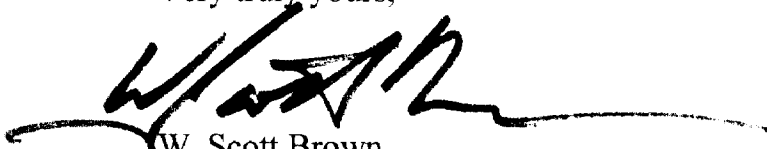
Dear Sir:

Enclosed for filing in the Patent and Trademark Office is the *Recordation Form Cover Sheet* and attached *Assignment* of the above-referenced marks. Also enclosed is our check in the amount of \$165.00.

Please acknowledge receipt of the enclosed documents by date stamping the enclosed postcard and returning it to this office.

If additional fees are required, please charge Deposit Account No. 22-0365.

Very truly yours,



W. Scott Brown

0803:4494

Enclosures

cc: Mr. Mark Pyle (w/encls.)  
Lisa Q. Metts, Esq. (w/encls.)

Houston 186673.1