



11-17-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

10-16-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #57



101519329

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

MRD
10/16/00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year _____
		<input checked="" type="checkbox"/> Merger	
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Providence Energy Corporation Execution Date 09 28 2000
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Rhode Island

Receiving Party Mark if additional names of receiving parties attached

Name Southern Union Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 504 Lavaca Street, Suite 800

Address (line 2) _____

Address (line 3) Austin Texas 78701
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002176 FRAME: 0591

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

401.453.6400

Name

Richard D. Zimmerman

Address (line 1)

Chace Ruttenberg & Freedman, LLP

Address (line 2)

One Park Row, Suite 300

Address (line 3)

Address (line 4)

Providence, RI 02903

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

22

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

76051654

75529433

Registration Number(s)

75596189

75555737

Number of Properties

Enter the total number of properties involved.

#

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

115

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Richard D. Zimmerman

Name of Person Signing

Signature

October 11 2000

Date Signed

CERTIFICATION

I hereby certify that on October ____, 2000 this Trademark Recordation Cover Sheet (2 pages); State of Delaware Certificate of Ownership and Merger and Certification (14 pages); Rhode Island Certificate of Merger with attached copy of articles of Merger (9 pages) and Check No. 4675 in the amount of \$115.00 were mailed under 37 CFR § 1.8 by U. S Postal Service First Class Mail, to Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 with sufficient postage prepaid.

Anne Mulhall

TRADEMARK

Date:

REEL: 002176 FRAME: 0592

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 OWNERSHIP, WHICH MERGES:

"PROVIDENCE ENERGY COMPANY", A RHODE ISLAND CORPORATION, WITH AND INTO "SOUTHERN UNION COMPANY" UNDER THE NAME OF "SOUTHERN UNION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0318923 8100M
001491418

AUTHENTICATION: 0705431

DATE: 09-28-00

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (THU) 9.28'00 14:11/ST. 14:07/NO. 4260103809 P 3

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PROVIDENCE ENERGY CORPORATION
INTO
SOUTHERN UNION COMPANY
(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

Southern Union Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the name of the parent company is Southern Union Company.

SECOND: That the name of the wholly-owned subsidiary of Southern Union Company is Providence Energy Corporation.

THIRD: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "Act").

FOURTH: That Providence Energy Corporation is incorporated pursuant to the General Laws of Rhode Island, 1956, as amended.

FIFTH: That, in accordance with Section 253 of the Act, Providence Energy Corporation is being merged with and into the Company and the Company shall be the surviving entity (the "Surviving Corporation") pursuant to an agreement and plan of merger, dated November 15, 1999, which has been approved, adopted, certified, executed and acknowledged by the Company and Providence Energy Corporation.

SIXTH: The resolutions of the Board of Directors of the Company, attached as Exhibit A, were approved on November 10, 1999.

SEVENTH: That the Surviving Corporation resulting from the merger of Providence Energy Corporation with and into the Company will bear the name Southern Union Company.

EIGHTH: That the certificate of incorporation of the Company will serve as the certificate of incorporation of the Surviving Corporation.

NINTH: That the agreement and plan of merger is on file with the Company.

TENTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Company.

TRADEMARK

REEL: 002176 FRAME: 0594

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its authorized officer this 18 day of September, 2000.


By 
Name: Dennis K. Morgan
Title: Senior Vice President-Legal and Secrete

Exhibit A

SOUTHERN UNION COMPANY
CONSENT IN WRITING
OF THE BOARD OF DIRECTORS

The undersigned, being all the members of the Board of Directors (the "Board") of Southern Union Company, a Delaware corporation, (the "Corporation"), in accordance with Article II, Section 8 of the By-laws of the Corporation, hereby consent to the adoption of the following resolutions without a meeting:

WHEREAS, it has been proposed that the Corporation merge with Providence Energy Corporation ("Providence") (the "Merger");

WHEREAS, the Corporation has conducted extensive and protracted negotiations with respect to the proposed merger of the Corporation and Providence and is currently in the final stages of negotiating an Agreement and Plan of Merger by and between the Corporation and Providence (the "Merger Agreement");

WHEREAS, the Board has previously received from the Corporation, financial information, due diligence information, financial pro formas reflecting the combined companies and the proposed form of Merger Agreement with all consideration to be paid in cash;

WHEREAS, recent mergers in the Eastern corridor, such as Eastern Enterprises' merger with Keyspan Corporation and Energy East's acquisition of Berkshire Energy Resources, have occurred in rapid succession exemplifying the intense competition to acquire or merge with gas utility companies in the Eastern corridor; and

WHEREAS, the Board believes it is in the best interest of the Corporation to enter into a Merger Agreement with Providence and that the recent mergers indicate that time is of the essence for the Corporation to successfully complete this Merger; and

WHEREAS, in light of the competitive environment and in order to finalize this Merger Agreement with Providence, the Board believes the Corporation's best interests are served by delegating to the Executive Committee the full power and authority to approve the final terms of the proposed Merger;

NOW, THEREFORE, BE IT:

RESOLVED, that this Board confirms, ratifies and approves in all respects the actions to date of the Corporation's officers in negotiating the proposed Merger Agreement;

RESOLVED, that this Board authorizes the Corporation's officers to continue to negotiate a final Merger Agreement with Providence;

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.


IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.


George L. Lindemann

George Rountree, III


John E. Brennan

Roger J. Pearson


Peter H. Kelley

Dan K. Wassong


Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.


IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III

John E. Brennan

Roger J. Pearson



Peter H. Kelley

Dan K. Wassong

Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III

John E. Brennan

Roger J. Pearson

Peter H. Kelley

Dan K. Wassong

Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

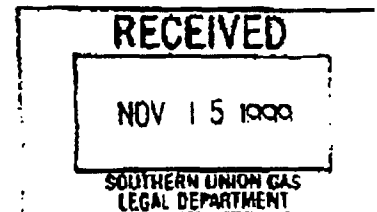
Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495



RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient:

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III

John E. Brennan

Roger J. Pearson

Peter H. Kelley

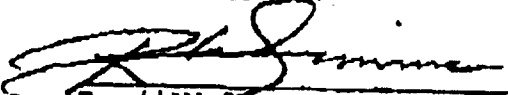
Don K. Wassong

Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

Kurt A. Gitter, M.D.


Ronald W. Simms

Thomas F. Karem

1848E

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann


George Rountos, III

John E. Brennan

Roger J. Pearson

Peter H. Kelley

Dan K. Wassong

Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient:

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

John E. Brennan

Peter H. Kelley

Adam M. Lindemann

Aaron I. Fleischman

Ronald W. Simms

George Rountree, III



Roger J. Pearson

Dan K. Wassong

Frank W. Denius

Kurt A. Gitter, M.D.

Thomas F. Karam

18495

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III

John E. Brennan

Roger J. Pearson

Peter H. Kelley

[Handwritten Signature]

Dan K. Wassong

Adam M. Lindemann

Frank W. Denius

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III


John E. Brennan

Roger J. Pearson

Peter H. Kelley

Dan K. Wassong

Adam M. Lindemann



Frank W. Denkus

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam

18495

11-10-99 15134

X 304 095 6718

OPS BILLOFF/COHEN

P. 02

10/18/00 16147 FAX 512 870 8801

SOUTHWEST UNION LEGAL

02004

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1999.

George L. Lindemann

George Rountree, III

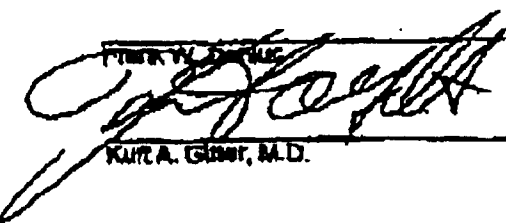
John E. Brennan

Roger J. Pearson

Peter H. Kelley

Dan K. Wassong

Adam M. Lindemann


Kurt A. Glaser, M.D.

Aaron I. Flechtman

Ronald W. Simms

Thomas F. Karem

14485

NOV-12-89 FRI 08:42 AM SOUTHERN UNION CO

FAX NO. 512 477 3879

P. 04

RESOLVED, that this Board delegates, authorizes and directs that the Executive Committee of this Board shall have full power and authority to review the Merger Agreement and to adopt and approve the final Merger Agreement, with such modifications, amendments or revisions as the Executive Committee deems necessary, advisable or convenient;

RESOLVED FURTHER, that, subject to the adoption of the Merger Agreement by the Executive Committee, the officers of the Corporation be, and each of them is authorized and directed, for and on behalf of the Corporation, to negotiate, prepare, revise, execute, acknowledge, and deliver, and as applicable, file with government or regulatory authorities any and all notices, reports, certificates, schedules, consents, forms, agreements, documents or instruments relating directly or indirectly to the Merger or the Merger Agreement and related documents and transactions, in such form and under the Corporation's seal as required, and to incur and pay such expenses (including without limitation accountants' and attorneys' fees and printing costs), and to take any other actions that they may deem necessary, advisable or convenient to carry out the purpose or intent of the foregoing resolutions and to consummate the Merger.

IN WITNESS WHEREOF, the undersigned has signed this Consent or separate counterparts thereof which together shall constitute one and the same Consent as of the 10th day of November, 1989.

George L. Lindemann

George Rountree, III

John E. Brennan

Roger J. Pearson

Peter H. Kelly
Peter H. Kelly

Dan K. Wassong

Adam M. Lindemann

Frank W. Denkus

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Ronald W. Simms

Thomas F. Karam
Thomas F. Karam

18485

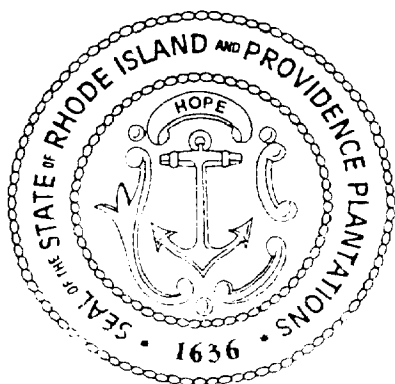


James R. Langevin, Secretary of State

**CERTIFICATE OF MERGER OR CONSOLIDATION
INTO
Southern Union Company**

I, JAMES R. LANGEVIN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that duplicate originals of Articles of **Merger of Southern Union Company**, a foreign corporation, and **Providence Energy Corporation**, a domestic corporation, duly signed and verified pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, have been received in this office and are found to conform to law. The affixed is a duplicate original of the Articles of Merger or Consolidation.

WITNESS my hand and the seal of the State of Rhode Island and Providence Plantations this **28th** day of **September, 2000**.



James R. Langevin

Secretary of State

By *Cathryn J. Villanis*



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

SEP 28 2000

By [Signature]

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

SOUTHERN UNION COMPANY

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include SOUTHERN UNION COMPANY (BUSINESS CORPORATION, DELAWARE) and PROVIDENCE ENERGY CORPORATION (BUSINESS CORPORATION, RHODE ISLAND).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is SOUTHERN UNION COMPANY which is to be governed by the laws of the state of DELAWARE

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 504 LAVACA STREET, AUSTIN, TX 78701

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) UPON FILING

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
SOUTHERN UNION COMPANY	49,576,765*	Common	49,576,765
PROVIDENCE ENERGY CORPORATION	100	Common	100

*as of July 3, 2000

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Class	Entitled to Vote as a Class	
				Voted For	Voted Against
SOUTHERN UNION COMPANY	Shareholder approval not required pursuant to Sec. 253 of the General Corporation laws of Delaware				
PROVIDENCE ENERGY CORPORATION	Shareholder approval not required pursuant to Sec. 7-1.1-68.1(a) of the Rhode Island General Laws				

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is PROVIDENCE ENERGY CORPORATION

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
100	Common	100	Common

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on N/A - Shareholder approval not required under Rhode Island or Delaware law.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

SOUTHERN UNION COMPANY

Print Entity Name

By: [Signature]
Name of person signing

RONALD J. ENDRES - EXECUTIVE VICE PRESIDENT
Title of person signing

By: Andre C. Bouchard
Name of person signing

ANDRE C. BOUCHARD - ASSISTANT SECRETARY
Title of person signing

STATE OF Texas
COUNTY OF Texas

In Austin, Texas, on this 22nd day of September, 2000, before me personally appeared Ronald J. Endres who, being duly sworn, declared that he/she is the Executive Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 1/27/2003

PROVIDENCE ENERGY CORPORATION

Print Entity Name

By: [Signature]
Name of person signing

JAMES H. DODGE - PRESIDENT
Title of person signing

By: Susann G. Mark
Name of person signing

SUSANN G. MARK - SECRETARY
Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, RI, on this 25th day of September, 2000, before me personally appeared James H. Dodge who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Anne H. Connor
Notary Public
My Commission Expires: 12/23/01

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the ____ day of September, 2000 between SOUTHERN UNION COMPANY, a Delaware corporation (hereinafter referred to as the "Parent"), and PROVIDENCE ENERGY CORPORATION, a Rhode Island corporation (hereinafter referred to as the "Subsidiary") (the Parent and the Subsidiary are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Parent is duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Parent has authorized capital stock consisting of two hundred million (200,000,000) shares of common stock, \$1.00 par value, of which, as of July 3, 2000, forty-nine million, five hundred seventy-six thousand, seven hundred sixty-five (49,576,765) shares were duly issued and outstanding, and six million (6,000,000) shares of preferred stock, none of which have been duly issued and are now outstanding; and

WHEREAS, Parent owns one hundred percent (100%) of the outstanding shares of the capital stock of Subsidiary; and

WHEREAS, the Subsidiary is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Subsidiary has authorized capital stock consisting of one thousand (1,000) shares of common stock, \$1.00 par value, 100 of which have been duly issued and are now outstanding; and

WHEREAS, pursuant to that certain Agreement and Plan of Merger, dated as of the 15th day of November, 1999 (the "Main Agreement"), among Parent, GUS Acquisition Corporation, ("Newco"), a Rhode Island corporation, and Subsidiary, Newco has been merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "Newco Merger"); and

WHEREAS, pursuant to the Main Agreement, after the consummation of the Newco Merger, North Attleboro Gas Company, a Massachusetts corporation, has been merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "Attleboro Merger"); and

WHEREAS, pursuant to the Main Agreement, after the consummation of the Attleboro Merger, Providence Gas Company, a Rhode Island corporation, has been merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "ProvGas Merger"); and

WHEREAS, pursuant to the Main Agreement, Parent has agreed to adopt an agreement and plan of merger pursuant to which, immediately following the consummation of the ProvGas Merger, Subsidiary shall merge with and into Parent, with Parent being the surviving corporation; and

WHEREAS, the respective Directors of the Constituent Corporations deem it advisable and in the best interests of the two corporate parties and their respective shareholders that the Subsidiary be merged into the Parent under and pursuant to Section 7-1.1-68.1 of the General Laws of Rhode Island, 1956, as amended, and under and pursuant to Section 253 of the General Corporation Law of Delaware, in a tax free liquidation under Section 332 of the Internal Revenue Code.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. The Subsidiary shall merge with and into the Parent, which shall be the surviving corporation, under and pursuant to Section 7-1.1-68.1 of the General Laws of Rhode Island, 1956, as amended, and under and pursuant to Section 253 of the General Corporation Law of Delaware, in a tax-free liquidation under section 332 of the Internal Revenue Code (the "ProvEnergy Merger").

2. Terms and Conditions. At the Effective Time of the ProvEnergy Merger, the separate existence of the Subsidiary shall cease, and the Parent shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Subsidiary, without the necessity for any separate transfers. The Parent shall thereafter be responsible and liable for all liabilities and obligations of the Subsidiary, and neither the rights of creditors nor any liens on the property of the Subsidiary shall be impaired by the ProvEnergy Merger.

3. Conversion of Shares. The manner and basis of converting the shares of the Subsidiary into shares of the Parent are as follows:

(a) Each share of common stock of the Subsidiary issued and outstanding immediately prior to the Effective Time of the ProvEnergy Merger shall be canceled, and no payment shall be made with respect thereto.

(b) Each share of common stock of the Parent issued and outstanding immediately prior to the Effective Time of the ProvEnergy Merger shall remain issued and outstanding.

4. Certificate of Incorporation. The Certificate of Incorporation of the Parent, as in effect immediately prior to the Effective Time of the ProvEnergy Merger, shall continue to be the Certificate of Incorporation of Parent following the Effective Time of the ProvEnergy Merger, until further amended and changed pursuant to the provisions of the General Corporation Law of Delaware.

5. By-laws of Parent. The By-laws of the Parent, as in effect immediately prior to the Effective Time of the ProvEnergy Merger, shall continue to be the By-laws of Parent following the Effective Time of the ProvEnergy Merger.

6. Directors and Officers. The directors and officers of the Parent immediately prior to the Effective Time of the ProvEnergy Merger shall remain as the directors and officers of the Parent following the ProvEnergy Merger, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Parent.

7. Approval of Directors. This Agreement has been approved by the directors of the Subsidiary pursuant to the provisions of Chapter 7-1.1-67 of the Rhode Island Business Corporation Act and by the directors of the Parent pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.

8. Effective Time of the Merger.

(a) The articles of merger relating to the ProvEnergy Merger shall be filed with the Secretary of State of Rhode Island and the Secretary of State of Delaware immediately following the ProvGas Merger. This Agreement and the ProvEnergy Merger shall become effective upon filing of articles of merger with the Secretary of State of Rhode Island and the Secretary of State of Delaware (the "Effective Time").

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Parent shall continue unaffected and unimpaired by the ProvEnergy Merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Subsidiary shall be continued in and merged into the Parent and the Parent shall be fully vested therewith.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Corporations, has caused this Agreement to be executed by its President and attested to by its Secretary as of the date first written above.

ATTEST:

SOUTHERN UNION COMPANY
(a Delaware corporation)



Andre C. Bouchard
Assistant Secretary

By: 

Ronald J. Endres
Executive Vice President

ATTEST:

PROVIDENCE ENERGY CORPORATION
(a Rhode Island corporation)



Susann G. Mark
Secretary

By: 

James H. Dodge
President