

06-25-2001



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FORM PTO-1618A

Expires 6/30/99
OMB 0651-0027
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6-21-01

U.S. Department of Commerce
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TO: The Commissioner of Patents and Trademarks: Please record the attached original documents(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # []
- Correction of PTO Error
Reel # Frame #
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Reel # [] Frame # []

Conveyance Type

- Assignment License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
07/19/00
- Change of Name
- Other []

Conveying Party

Mark if additional names of receiving parties attached

Name **Silicon Energy Corp.**

Execution Date
Month Day Year
07/19/00

- Individual General Partnership Limited Partnership Corporation Association
- State of Incorporation **California**
- Other
- Citizenship **United States**

Receiving Party

Mark if additional names of receiving parties attached

Name **Silicon Energy Corp.**
Address (line 1) **1250 Marina Village Parkway, Suite 100**
Address (line 2) **Alameda, California 94501**

- Individual General Partnership Limited Partnership Corporation Association
- Other
- State of Incorporation **Delaware**
- 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.*)

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Please check the following information is attached to every 20 minutes per cover sheet to be recorded, including form for recording the document and gathering the data needed to complete the cover sheet. Send documents to the Trademark Office in the U.S. Patent and Trademark Office, Case Information System, Washington, D.C. 20511 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. Do NOT include the Trademark Office's name in the cover sheet. Do NOT include the Trademark Office's name in the cover sheet. Do NOT include the Trademark Office's name in the cover sheet.

Mail documents to be recorded with required cover sheet(s) information to:
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FORM PTO-1618A U.S. Department of Commerce
 Expires 6/30/99 Page 2 Patent & Trademark Office
 OMB 0651-0027 TRADEMARK

Domestic Representative Name and Address Enter the first Receiving Party Only

Name []
 Address (line 1) []
 Address (line 2) []
 Address (line 3) []
 Address (line 4) []

Correspondence Name and Address Area Code and Telephone Number

Name **Margaret M. Powers**
 Address (line 1) **Gray Cary Ware & Freidenrich LLP**
 Address (line 2) **139 Townsend Street, Suite 400,**
 Address (line 3) **San Francisco, California 94107-1922**
 Address (line 4) []

Pages Enter the total number of pages of the attached conveyance document including any attachments # 4

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)	Registration Number(s)		
	2,402,546	2,408,526	2,366,925
[] []	[] []	[] []	[] []
[] [] [] []	[] []	[] []	[] []

Number of Properties Enter the total amount of properties involved. # 3

Expedited Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account 07-1907
 (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 a deposit account are authorized, as indicated herein.

Margaret M. Powers *Margaret M. Powers* June 21, 2001
 Name of Person Signing Signature Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"SILICON ENERGY CORP.", A CALIFORNIA CORPORATION,
WITH AND INTO "SILICON ENERGY CORP." UNDER THE NAME OF
"SILICON ENERGY CORP.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINETEENTH DAY OF JULY, A.D. 2000, AT 2:30
O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3218575 8100M

AUTHENTICATION: 1037157

010140248

DATE: 03-22-01

TRADEMARK
REEL: 002275 FRAME: 0484

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 07/19/2000
001365265 - 3218575

**CERTIFICATE OF MERGER
OF
SILICON ENERGY CORP., A CALIFORNIA CORPORATION
with and into
SILICON ENERGY CORP., A DELAWARE CORPORATION
Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, Silicon Energy Corp., a Delaware corporation ("Silicon Energy-Delaware"), hereby certifies to the following information relating to the merger of Silicon Energy Corp., a California corporation ("Silicon Energy-California"), with and into Silicon Energy-Delaware (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:
 - a) Silicon Energy Corp., a California corporation; and
 - b) Silicon Energy Corp., a Delaware corporation.
2. An agreement and plan of merger, dated as of July 19, 2000 by and between Silicon Energy-California and Silicon Energy-Delaware ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is: Silicon Energy Corp. ("Surviving Corporation")
4. The Certificate of Incorporation of Silicon Energy-Delaware, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.
5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 1250 Marina Village Parkway, Suite 100, Alameda, California 94501.
6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Silicon Energy-California or Silicon Energy-Delaware.

7. The authorized capital stock of Silicon Energy-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: _____ shares, no par value per share, of which _____ shares are Common Stock and _____ shares are Preferred Stock. The Preferred Stock is divided into four series. The first series of Preferred Stock is designated Series A Preferred Stock and consists of _____ shares. The second series of Preferred Stock is designated Series B Preferred Stock and consists of _____ shares. The third series of Preferred Stock is designated Series C Preferred Stock and consists of _____ shares. The fourth series of Preferred Stock is designated Series D Preferred Stock and consists of _____ shares.

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IN WITNESS WHEREOF, Silicon Energy Corp., a Delaware corporation, has caused this Certificate to be signed by Jack Jenkins-Stark, its authorized officer, on the 19 day of July, 2000.

SILICON ENERGY CORP.

By: Jack Jenkins-Stark
Jack Jenkins-Stark

Chief Financial Officer

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THE INTERIOR DESIGN

RECORDED: 06/21/2001

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