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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

GreenMountain.com Company

G-1101

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 3, 2000

2. Name and address of receiving party(ies)

Name: Green Mountain Energy Company

Internal

Address: _____

Street Address: 55 Green Mountain Drive

City: South Burlington State: Vermont Zip: 05407-220

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
75/822,174

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Louis T. Pirkey, Esq.

Internal Address: Fulbright & Jaworski, LLP

Street Address: 600 Congress, Suite 2400

City: Austin State: Texas Zip: 78701

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Laura D. Robertson, Esq.
Name of Person Signing

Laura D. Robertson
Signature

9/6/01
Date

2

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GREENMOUNTAIN.COM COMPANY**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), GreenMountain.com Company, a Delaware corporation (the "Corporation"), does hereby certify:

1. That the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Corporation's amended and restated certificate of incorporation:

ARTICLE I of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

"The name of the company is Green Mountain Energy Company (the "Company")."

2. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Peter H. Zamore, its Secretary, this 3rd day of October, 2000, such certificate to be effective upon the filing thereof in the Office of the Secretary of State of the State of Delaware.

GREENMOUNTAIN.COM COMPANY

By: 

Peter H. Zamore
Secretary