


TRADEMARK
CC


10-31-2001

101890975

Attorney Docket No.
M202.20-0001

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

1. Name of conveying party:
NorAm Energy Corp.
10-1501
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware Other Explain
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: NorAm Energy Corp.
Internal Address: _____
Street Address: 800 LaSalle Avenue
City Minneapolis State Minnesota ZIP 55459-0038

3. Nature of Conveyance:
 Assignment Merger Security Agreement
 Change of Name Other _____
Execution Date: August 6, 1997


Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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 No

4A. Application No.(s) **10-15-2001**
U.S. Patent & TMO/ TM Mail Flopt Dt 43:
Additional numbers attached? Yes No

4B. Registration No.(s)
1,382,651; 1,341,494; 1,481,086; 1,469,399;
1,450,763; 1,440,834; 1,176,525; 1,176,526; 1,502,442;
2,103,744; 2,139,566
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James L. Young
KINNEY & LANGE, P.A.
Street Address: THE KINNEY & LANGE BUILDING
312 South Third Street
City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 11
7. Total fee (37 CFR 2.6(b)(6)):.....\$ 290
8. Method of Payment
 Enclosed
 The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

DO NOT USE THIS SPACE

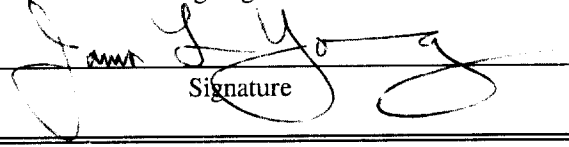
10/30/2001 LMUELLER 00000071 1382651
01 FC:481 40.00 OP
02 FC:482 250.00 OP

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.

James L. Young

Name of Person Signing


Signature

10/12/2001
Date

Total number of pages including cover sheet, attachments and document: [4]

CERTIFICATE OF MERGER

merging

NORAM ENERGY CORP.
(a Delaware corporation)

with and into

HI MERGER, INC.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), HI Merger, Inc., a Delaware corporation (the "Company" or the "Surviving Corporation"), does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations are as follows.

<u>Name</u>	<u>State of Incorporation</u>
HI Merger, Inc.	Delaware
NorAm Energy Corp.	Delaware

SECOND: That an Agreement and Plan of Merger pursuant to which NorAm Energy Corp. will be merged with and into the Company (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: That the surviving corporation of the Merger is HI Merger, Inc., a Delaware Corporation.

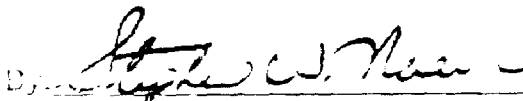
FOURTH: That the Certificate of Incorporation of the Company immediately prior to the effective time of the Merger shall be amended as follows, and as so amended, such Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law. Article FIRST of such Certificate of Incorporation shall be amended so that the full text of such altered article is as follows:

"FIRST: The name of the Company is NorAm Energy Corp. (hereinafter the "Company")."

- FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at Houston Industries Plaza, 1111 Louisiana Street, Houston, Texas 77002.
- SIXTH: 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 either constituent corporation.
- SEVENTH: That pursuant to Section 103(d) of the DGCL, this Certificate of Merger and the Merger shall become effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, HI Merger, Inc., has caused this Certificate of Merger to be executed on its behalf on this sixth day of August, 1997.

HI MERGER, INC.



Name: Stephen W. Naeve

Title: President