

1-31-92

01/03/02



101935494

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

1. Name of conveying party(ies):

TNPC, Inc.  
1400 Smith Street  
Houston, TX 11002

- Individual(s) U.S.
- General Partnership
- Corporation
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached?  Yes  No

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

NewPower Holdings, Inc.  
One Manhattanville Road  
Purchase, New York 10577

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- 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(s) attached:  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:

- Merger
- Change of Name

Effective Date: January 19, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/933,635

Additional Numbers attached?  Yes  No

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

Name: James E. Rosini, Esq.  
Address: KENYON & KENYON  
One Broadway  
New York, New York 10004

6. Total number of applications and registrations involved: 49

7. Total fee (37 C.F.R. 3.41) ..... \$1,240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

01/07/2002 LHWELLER 00000061 110600 75933635

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 1200.00 CH

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.

Jean Pelkowski  
Name of Person Signing

*Jean Pelkowski*  
Signature

10/19/01  
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington DC 20231

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**NEWPOWER**

<b>TRADEMARK</b>	<b>SERIAL NUMBER</b>
FIREFLY ENERGY	75/933,635
MOLECULAIR	76/029,627
NEWPOWER	78/012,694
NEWPOWER	78/012,664
NEWPOWER	78/012,692
NEWPOWER	78/012,701
NEWPOWER	78/012,702
NEWPOWER	78/012,667
NEWPOWER	78/012,700
NEWPOWER	78/012,684
NEWPOWER	78/012,660
NEWPOWER	78/012,691
NEWPOWER	78/012,695
NEWPOWER	78/012,690
NEWPOWER ON BRIGHTER	76/199,467
NEWPOWER ON BRIGHTER	76/199,323
NEWPOWER ON BRIGHTER	76/199,627
NEWPOWER ON BRIGHTER	76/199,324
NEWPOWER ON BRIGHTER	76/199,630
NEWPOWER ON BRIGHTER	76/199,321
NEWPOWER ON BRIGHTER	76/199,625
NEWPOWER ON BRIGHTER	76/199,322
NEWPOWER ON BRIGHTER	76/199,628
NEWPOWER ON BRIGHTER	76/199,626
NEWPOWER ON BRIGHTER	76/199,629
NEWPOWER ON BRIGHTER	76/199,320

<b>TRADEMARK</b>	<b>SERIAL NUMBER</b>
NEWPOWERON & Design (Black & White)	78/015,157
NEWPOWERON & Design (Black & White)	78/015,151
NEWPOWERON & Design (Black & White)	78/015,150
NEWPOWERON & Design (Black & White)	78/015,146
NEWPOWERON & Design (Black & White)	78/015,147
NEWPOWERON & Design (Black & White)	78/015,155
NEWPOWERON & Design (Black & White)	78/015,162
NEWPOWERON & Design (Black & White)	78/015,159
NEWPOWERON & Design (Black & White)	78/015,144
NEWPOWERON & Design (Black & White)	78/015,161
NEWPOWERON & Design (Black & White)	78/015,160
NEWPOWERON & Design (Black & White)	78/015,142
NEWPOWERON & Design (Color)	78/015,490
NEWPOWERON & Design (Color)	78/015,488
NEWPOWERON & Design (Color)	78/015,478
NEWPOWERON & Design (Color)	78/015,485
NEWPOWERON & Design (Color)	78/015,481
NEWPOWERON & Design (Color)	78/015,482
NEWPOWERON & Design (Color)	78/015,476
NEWPOWERON & Design (Color)	78/015,475
NEWPOWERON & Design (Color)	78/015,480
THE NEW POWER COMPANY	76/031,583
THE NEW POWER COMPANY	76/031,130

State of Delaware  
Office of the Secretary of State PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TNPC, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "NEWPOWER HOLDINGS, INC.", THE NINETEENTH DAY OF JANUARY, A.D. 2001, AT 4 O' CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1368932

010486136

DATE: 10-01-01

RECORDED: 01/03/2002

TRADEMARK  
REEL: 002411 FRAME: 0884