



To The Honorable Commissioner

102276151

Attached original documents or copy thereof.

1. Name of conveying party(ies):

ABB-Energy Interactive, Inc.

11-4-02

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

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: **January 31, 2002**

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

Name: **ABB Inc.**

Internal Address:

Street Address: **1021 Main Campus Drive**

City: **Raleigh**

State: **NC** ZIP: **27605**

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

(Designation must be a separate document from Assignment)

Additional name(s) & address attached? YES NO

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,091,201

Additional numbers attached? YES NO

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

Name: **Denise I. Mroz, Esq.**

Internal Address:

WOODCOCK WASHBURN LLP
One Liberty Place - 46th Floor

Street Address: **1650 Market Street**
City: **Philadelphia** State: **Pennsylvania**
ZIP: **19103-7301**

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: **23-3050**

(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.

Denise I. Mroz, Esq.

Name of Person Signing

Denise I. Mroz

Signature

Oct. 29, 2002

Date

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

Do not detach this portion

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

11/07/2002 DIAZ1 00000109 2091201

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

40.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

JAN 30 2002 11:16 FR

283 750 2400 TO 91302
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/30/2002
020061295 - 0902559

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ABB Energy Interactive, Inc.

INTO

ABB Inc.

ABB Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 10th day of November, 1980, pursuant to the Delaware Corporation Law Annotated, Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of ABB Energy Interactive, Inc., a corporation incorporated on the 10th day of August, 2000, pursuant to the California Corporation Law Annotated, Law of the State of California.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated as of January 28, 2002, filed with the minutes of the Board, determined to and did merge into itself said ABB Energy Interactive, Inc.

RESOLVED, that ABB Inc. merge, and it hereby does merge into itself its wholly owned subsidiary, ABB Energy Interactive, Inc. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective on January 31, 2002;

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said ABB Energy Interactive, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of ABB Inc. at any time prior to the time that this merger filed with the Secretary of State

**** TOTAL PAGE.02 ****

JAN 29 2002 11:12 FR

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becomes effective.

IN WITNESS WHEREOF, said ABB Inc. has caused this Certificate to be signed by E. Barry Lyon, its Assistant Secretary, this 28th day of January, 2002.

ABB Inc.

By: E. Barry Lyon
E. Barry Lyon
Assistant Secretary

Delaware

PAGE 1

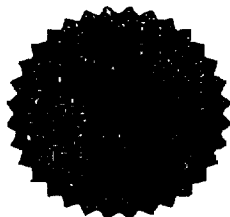
The First State

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 OWNERSHIP, WHICH MERGES:

"ABB ENERGY INTERACTIVE, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "ABB INC." UNDER THE NAME OF "ABB INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2002, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0902559 8100M

AUTHENTICATION: 1588359

000061205

DATE: 01-30-02
TRADEMARK

RECORDED: 11/04/2002

REEL: 002612 FRAME: 0987