

7/15/02

08-13-2002

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): Aquila, Inc.

- Individual(s), General Partnership, Corporation - State Delaware, Other

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

3. Nature of conveyance:

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

Execution Date February 18, 2002

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

Name: Aquila Merchant Services, Inc. Internal Address: Street Address: 1100 Walnut, Suite 3300 City: Kansas City State: MO Zip: 64106

- 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) See Exhibit A

B. Trademark Registration No.(s) See Exhibit A

Additional number(s) attached Yes No

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

Name: Wade Kerrigan Internal Address: Blackwell Sanders Peper Martin LLP Street Address: 2300 Main, Suite 1000

City: Kansas City State: MO Zip: 64108

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41): \$ 615.00

- Enclosed, Authorized to be charged to deposit account

If insufficient, please debit Deposit Account Number 8. Deposit account number: 11-0160

(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.

Wade Kerrigan

Name of Person Signing

Signature

7/12/02

Date

78115616

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

05/12/2002 DBYRME 0000087 110160

01 FC481 40.00 CH 02 FC482 575.00 CH

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

TRADEMARK

REEL: 002619 FRAME: 0401

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## EXHIBIT A

## UNITED STATES TRADEMARKS

Mark	Registration No.	Application No.
AQUILA (Class 16)		78/115,616
AQUILA (Class 38)		78/115,610
AQUILA (Class 4)		78/115,613
AQUILA (Class 40)		78/115,617
AQUILA AND DESIGN (Class 39)		78/108,566
AQUILA AND DESIGN (Class 4, 16, 35, 36, 37, 38, 40, 41, 42)		78/108,576
AQUILA MERCHANT ENERGY PARTNERS		75/620,499
ARIES		75/788,907
CAPACITYWORKS		76/202,454
FUEL PARTNERS		75/283,329
GUARANTEEDBILL		75/751,652
GUARANTEEDCAPACITY		76/241,027
GUARANTEEDDQOS		76/173,405
GUARANTEEDGENERATION		75/663,112
GUARANTEEDHYDRO		76/204,425
GUARANTEEDPEAKING		75/937,888
GUARANTEEDPOWER		75/663,111
GUARANTEEDTRANSMISSION		75/663,113
GUARANTEEDWEATHER	2,205,743	
GUARANTEEDWINDSPEED		76/202,259
MERCHANT ENERGY PARTNERS, AN AQUILA ENERGY COMPANY		75/620,497
POD		75/720,891
PRICE OF THE DAY		75/718,932
THE EXCHANGE CENTER, AN AQUILA ENERGY COMPANY		75/768,275

TRADEMARK

REEL: 002619 FRAME: 0402

03-01-2002 08:15am From-

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:02 AM 03/01/2002  
020139275 - 2257975

**CERTIFICATE OF AMENDMENT OF THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AQUILA, INC.**

Aquila, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED,** that the Amended and Restated Certificate of Incorporation of Aquila, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

**FIRST:** The name of the corporation is Aquila Merchant Services, Inc. (the "Corporation").

**SECOND:** That in lieu of a meeting and vote the Sole Stockholder, the Sole Stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** Edward K. Mills, President of Aquila, Inc. has caused this certificate to be signed this 18th day of February 2002.

AQUILA, INC.  
By   
Edward K. Mills, President

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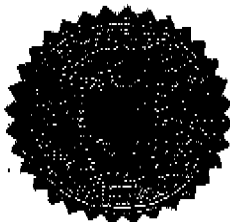
# Delaware

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 AMENDMENT OF "AQUILA, INC.", CHANGING ITS NAME FROM "AQUILA, INC." TO "AQUILA MERCHANT SERVICES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2002, AT 10:02 O'CLOCK A.M.

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

2257975 8100

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AUTHENTICATION: 1640172

DATE: 03-01-02

RECORDED: 03/18/2003

TRADEMARK  
REEL: 002619 FRAME: 0404