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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Orion Power Holdings, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: March 28, 2003

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.
Internal (as Administrative Agent and as
Address: Collateral Agent for the Lenders)

Street Address: 901 Main Street, 66th Flr
City: Dallas State: TX Zip: 75202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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)
75689501 75462558
75462561

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: Christine F. Benton
Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1843

(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.

Christine F. Benton
Name of Person Signing


Signature

4/2/03
Date

Total number of pages including cover sheet, attachments, and document: 28

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

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

WHEREAS, each of the Grantors signatories hereto (herein referred to as the "Grantors") (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Reliant Resources, Inc., a Delaware corporation ("RRF") and certain of its subsidiaries (the "Credit Parties") have entered into an Amended and Restated Credit and Guaranty Agreement dated as of March 28, 2003 (the "Credit Agreement") with the financial institutions from time to time party thereto (the "Lenders") and Bank of America, N.A., as administrative agent and as collateral agent (in such capacity, the "Collateral Agent") for the Lenders; and,

WHEREAS, each of the Grantors and the other Credit Parties have entered into a Security Agreement (said Agreement, as it may hereafter be amended or otherwise modified from time to time being the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined) in favor of the Collateral Agent, pursuant to which the Grantors have granted to the Collateral Agent a security interest in all right, title and interest of each Grantor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by each such Grantor, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds thereof, including, without limitation, any claims by the Grantors against third parties for infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby further confirm, and put on the public record, its grant to the Collateral Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

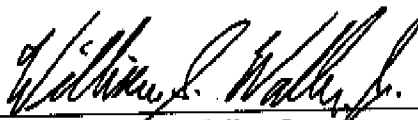
The Collateral Agent's address is: Bank of America, N.A., 901 Main Street, 66th Floor, Mail Code: TX1-492-66-01, Dallas, Texas 75202, Att: Jay T. Wampler, with a copy to: Bank of America, N.A., 901 Main Street, 14th Floor, Mail Code: TX1-492-14-11, Dallas, Texas 75202, Att: Lyudmila Ryabkova.

IN WITNESS WHEREOF, each Grantor has duly executed or caused this Supplement to the Security Agreement to be duly executed as of March 28, 2003.

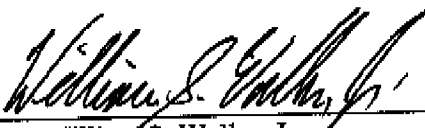
RELIANT RESOURCES, INC.

By: 
Name: William S. Waller, Jr.
Title: Vice President and Treasurer

ORION POWER HOLDINGS, INC.

By: 
Name: William S. Waller, Jr.
Title: Vice President and Treasurer

RELIANT ENERGY RETAIL SERVICES, LLC

By: 
Name: William S. Waller, Jr.
Title: Vice President and Treasurer

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Energy Commander	Reliant Resources, Inc.	Monitoring, controlling and managing of environmental conditions in commercial, industrial, and institutional facilities; monitoring, controlling and managing of energy usage for commercial, industrial and institutional customers; providing information regarding environmental conditions and energy usage to commercial, industrial and institutional customers, Class 42		76/263577
Energy Commander	Reliant Resources, Inc.	Systems comprised of computer hardware and integrated computer software for communications, and for monitoring, controlling, and managing environmental conditions and energy usage, Class 9		76/263578
Enform	Reliant Resources, Inc.	Commercial and industrial management assistance services, Class 35	2,217,366	75/407700
Enform	Reliant Resources, Inc.	Public utility services, namely, gathering, transmission, distribution, transportation and storage of energy commodities; leasing of energy facilities and infrastructure, Class 39		75/638495
Enform	Reliant Resources, Inc.	Space conditioning services, namely, engineering the effective use of energy in a finite space to control or manipulate air temperature, humidity, and related variants and to provide heating and cooling services for finite spaces, Class 42		75/980178
Enform Energy Information Services	Reliant Resources, Inc.	Commercial and industrial management assistance services, Class 35	2,218,838	75/407381
Enform Energy Information Services	Reliant Resources, Inc.	Public utility services, namely, gathering, transmission, distribution, transportation and storage of energy commodities; leasing of energy facilities and infrastructure, Class 39		75/638498

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Enform Energy Information Services	Reliant Resources, Inc.	Space conditioning services, namely, engineering the effective use of energy in a finite space to control or manipulate air temperature, humidity, and related variants and to provide heating and cooling services for finite spaces, Class 42		75/980179
HI Houston Industries Incorporated and Design	Reliant Resources, Inc.	Utility services in the nature of electricity distribution and transmission, Class 39	2,187,376	75/272086
HI Houston Industries Incorporated and Design	Reliant Resources, Inc.	Installation, repair and maintenance of heating and cooling equipment and electrical systems, Class 37	2,229,966	75/272087
HI Houston Industries Incorporated and Design	Reliant Resources, Inc.	Commercial and industrial management assistance and utilization and review in the area of electricity use, generation and distribution, Class 35	2,189,032	75/272088
HI Houston Industries Incorporated and Design	Reliant Resources, Inc.	Brokerage in the field of electricity, natural gas, and fuels, Class 36	2,247,318	75/381892
Life And The Energy to Live It	Reliant Resources, Inc.	Public utility services, Class 39		75/871451
Power Bucks	Reliant Resources, Inc.	Promoting the sale of energy utility services through the administration of incentive award programs, Class 35		75/802045

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Power Card and Design	Reliant Resources, Inc.	Promoting the services of public libraries through sponsorship of library membership cards, Class 35 Promoting public awareness of the availability of public library facilities and services by sponsorship of library membership cards, Class 42	2,428,481	75/940944
Power Siesta and Design	Reliant Resources, Inc.	Business planning services in the field of energy efficiency and energy conservation planning and management by industrial and large commercial customers, Class 35		75/801741
RE (stylized)	Reliant Resources, Inc.	Public utility services, Class 39		75/832698
RE (stylized)	Reliant Resources, Inc.	Public utility services, Class 39		75/832960
Reliant Arena	Reliant Resources, Inc.	Computer services, namely, providing an on-line chat room and bulletin board in the fields of entertainment and sports, Class 38		75/981368
Reliant Arena	Reliant Resources, Inc.	Restaurant and bar services; providing general purpose facilities for exhibitions, Class 42		76/195450
Reliant Arena	Reliant Resources, Inc.	Providing stadium facilities for sports and entertainment; arranging and conducting athletic competitions; providing entertainment in the nature of sporting events and competitions, exhibitions and expositions, public performances, concerts, conventions and rodeos; information services, namely, providing a wide range of information relating to sporting events and competitions, exhibitions and expositions, public performances, concerts, conventions and rodeos, Class 41		76/195451
Reliant Arena	Reliant Resources, Inc.	Conducting sightseeing tours of the Reliant Stadium for others, Class 39		76/195452
Reliant Arena	Reliant Resources, Inc.	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with professional football; rental of advertising space; promoting sports competitions and/or events of others; dissemination of advertising matter and providing facilities for trade shows and conventions; promoting business and tourism in the area of the Reliant Stadium in Houston, Texas, Class 35		76/195453

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Arena	Reliant Resources, Inc.	Staple and snack foods, namely, hot dog sandwiches, hamburger sandwiches, pretzels, popped popcorn, caramel popcorn, tortilla chips, cheese sauce, frozen confections, candy, mustard, ketchup, relish and mayonnaise, Class 30		76/195454
Reliant Arena	Reliant Resources, Inc.	Toys, namely, stuffed animals, soft sculptured dolls and plush toys, action figures, action figure accessories, inflatable toys, balloons, promotional game materials and toy football helmets; sporting goods, namely, footballs and sports balls, Class 28		76/195455
Reliant Arena	Reliant Resources, Inc.	Cloth patches for clothing, Class 26		76/195456
Reliant Arena	Reliant Resources, Inc.	Clothing, namely, athletic footwear, athletic uniforms, bandanas, bath robes, bathing suits, caps, gloves, jackets, pants, polo shirts, scarves, shirts, shoes, shorts, sports shirts, socks, sweatbands, sweaters, sweatshirts, t-shirts, tank-tops, ties, rain-wear, vests, underwear and visors, Class 25		76/195457
Reliant Arena	Reliant Resources, Inc.	Housewares and glass, namely cups, mugs, steins, glass beverage ware, ice buckets, tankards of non-precious metal, portable coolers, plastic coasters and thermal insulated containers for food and beverages, waste paper baskets, serving trays of non-precious metal, bowls, cork screws, Class 21		76/195458
Reliant Arena	Reliant Resources, Inc.	Novelty items, namely, plastic banners, plastic pennants, plastic flags, plastic figurines, seat cushions, plaques, plastic signboards, non-metal key chains, Class 20		76/195459
Reliant Arena	Reliant Resources, Inc.	All purpose athletic bags, textile shopping bags, attaché cases, beach bags, umbrellas, book bags, duffel bags, tote bags, fanny packs, waist packs, gym bags, key cases, knapsacks, luggage, saddlery and wallets, Class 18		76/195460

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Arena	Reliant Resources, Inc.	Paper goods, paper materials and printed matter, namely, posters, mounted and unmounted photographs, postcards, pennants, trading cards, bumper stickers, stickers, decals, iron-on transfers, temporary tattoos, printed labels, score cards, books in the field of football and related sporting events and activities, book covers, address and appointment books, autograph books, scrap books, yearbooks, stationery, magazines and magazine sections in the field of football and related sporting events and activities; food wrappers made of paper, markers, crayons, rubber stamps, stamp pads, pens, pencils, pen and pencil cases, printed tickets, paper napkins, calendars, paper banners, paper and/or plastic merchandise bags, paper flags, coasters made of paper, and containers of paper, Class 16		76/195461
Reliant Arena	Reliant Resources, Inc.	Jewelry and time keeping instruments, namely ear rings, cufflinks, bracelets, charms, pendants, costume jewelry, ornamental lapel pins, medallions; time keeping instruments, namely, wrist watches, watch bands, clocks and alarm clocks, Class 14		76/195462
Reliant Arena	Reliant Resources, Inc.	Prerecorded audio and video tapes, cassettes and discs featuring sporting events and related activities; computer game programs related to sporting events and related activities; motion picture films in the field of sporting events and related activities, radios, and telephones, Class 9		76/195463
Reliant Center	Reliant Resources, Inc.	Restaurant and bar services; providing general purpose facilities for exhibitions, Class 42		75/981963
Reliant Center	Reliant Resources, Inc.	Computer services, namely, providing an on-line chat room and bulletin board in the fields of entertainment and sports, Class 38		76/195561

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Center	Reliant Resources, Inc.	Providing stadium facilities for sports and entertainment; arranging and conducting athletic competitions; providing entertainment in the nature of sporting events competitions, exhibitions and expositions, public performances, concerts, conventions and rodeos; information services, namely, providing a wide range of information relating to sporting events and related activities by means of the Internet, Class 41		76/195562
Reliant Center	Reliant Resources, Inc.	Conducting sightseeing tours of the Reliant Stadium for others, Class 39		76/195563
Reliant Center	Reliant Resources, Inc.	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with professional football; rental of advertising space; promoting sports competitions and/or events of others; dissemination of advertising matter and providing facilities for trade shows and conventions; promoting business and tourism in the area of the Reliant Stadium in Houston, Texas, Class 35		76/195564
Reliant Center	Reliant Resources, Inc.	Staple and snack foods, namely, hot dog sandwiches, hamburger sandwiches, pretzels, popped popcorn, caramel popcorn, tortilla chips, cheese sauce, frozen confections, candy, mustard, ketchup, relish and mayonnaise, Class 30		76/195565
Reliant Center	Reliant Resources, Inc.	Toys, namely, stuffed animals, soft sculptured dolls and plush toys, action figures, action figure accessories, inflatable toys, balloons, promotional game materials and toy football helmets; sporting goods, namely, footballs and sports balls, Class 28		76/195566
Reliant Center	Reliant Resources, Inc.	Cloth patches for clothing, Class 26		76/195567
Reliant Center	Reliant Resources, Inc.	Clothing, namely, athletic footwear, athletic uniforms, bandanas, bath robes, bathing suits, caps, gloves, jackets, pants, polo shirts, scarves, shirts, shoes, shorts, sports shirts, socks, sweatbands, sweaters, sweatshirts, t-shirts, tank-tops, ties, rain-wear, vests, underwear and visors, Class 25		76/195568

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Center	Reliant Resources, Inc.	Housewares and glass, namely cups, mugs, steins, glass beverage ware, ice buckets, tankards of non-precious metal, portable coolers, plastic coasters and thermal insulated containers for food and beverages, waste paper baskets, serving trays of non-precious metal, bowls, cork screws, Class 21		76/195569
Reliant Center	Reliant Resources, Inc.	Novelty items, namely, plastic banners, plastic pennants, plastic flags, plastic figurines, seat cushions, plaques, plastic signboards, non-metal key chains, Class 20		76/195570
Reliant Center	Reliant Resources, Inc.	All purpose athletic bags, textile shopping bags, attaché cases, beach bags, umbrellas, book bags, duffel bags, tote bags, fanny packs, waist packs, gym bags, key cases, knapsacks, luggage, saddlery and wallets, Class 18		76/195571
Reliant Center	Reliant Resources, Inc.	Paper goods, paper materials and printed matter, namely, posters, mounted and unmounted photographs, postcards, pennants, trading cards, bumper stickers, stickers, decals, iron-on transfers, temporary body transfers made of ink and/or paint, printed labels, score cards, books in the field of football and related sporting events and activities, book covers, school books, address and appointment books, autograph books, scrap books, yearbooks, stationery, magazines and magazine sections in the field of football and related sporting events and activities; food wrappers made of paper, markers, crayons, rubber stamps, stamp pads, pens, pencils, pen and pencil cases, printed tickets, paper napkins, calendars, banners, paper and/or plastic merchandise bags, paper flags, coasters, and containers of paper, Class 16		76/195572
Reliant Center	Reliant Resources, Inc.	Jewelry, namely ear rings, cufflinks, bracelets, charms, pendants, costume jewelry, ornamental lapel pins, medallions; time keeping instruments, namely, wrist watches, watch bands, clocks and alarm clocks, Class 14		76/195573

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Center	Reliant Resources, Inc.	Prerecorded audio and video tapes, cassettes and discs featuring sporting events and related activities; computer game programs related to sporting events and related activities; motion picture films in the field of sporting events and related activities, radios, and telephones, Class 9		76/195574
Reliant Energy & Design	Reliant Resources, Inc.	Public utility services, namely, gathering, transmission, distribution, transportation, and storage of energy commodities; leasing of energy facilities and infrastructure, Class 39 Public utility services in the nature of meter readings; business support services for energy suppliers, namely, providing safety information to energy consumers; space conditioning services, namely, engineering the effective use of energy in a finite space to control or manipulate air temperature, humidity, and related variants and to provide heating and cooling services for finite spaces, Class 42		75/623308
Reliant Energy & Design	Reliant Resources, Inc.	Engineering design services of energy generation facilities and infrastructure; providing information regarding the energy industry and energy commodities; promoting public awareness of the need for environmentally friendly energy, Class 42	2,666,766	75/623309
Reliant Energy & Design	Reliant Resources, Inc.	Business consultation services for the energy industry; billing for energy suppliers; business marketing consulting services in the energy industry; business support services for energy suppliers, namely, providing billing information to energy consumers; operation for others of facilities and infrastructure for energy generation, gathering, transmission, storage and distribution, Class 35		75/623509
Reliant Energy & Design	Reliant Resources, Inc.	Telecommunication services, namely, electronic transmission of voice, data and video; leasing of telecommunication transmission infrastructure and capacity, Class 38		75/623510

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Energy & Design	Reliant Resources, Inc.	Brokerage in the field of commodities, namely, buying, selling, and trading of energy commodities; financial risk management services; financing of energy services projects; telephone calling card services, Class 36		75/623512
Reliant Energy & Design	Reliant Resources, Inc.	Construction, maintenance, and repair of facilities and infrastructure for energy generation, gathering, transmission, storage and distribution; maintenance and repair of consumer electric and gas appliances; maintenance and repair of street lighting systems; business support services for energy suppliers, namely, providing repair information to energy consumers; providing for energy suppliers service connection to energy consumers, Class 37		75/623513
Reliant Energy & Design	Reliant Resources, Inc.	Computer software for use in the field of energy information systems for tracking, monitoring, displaying, storing, and reporting actual, projected, and historical energy storage, transmission, distribution or consumption; electrical power substations, Class 9		75/623514
Reliant Energy & Design	Reliant Resources, Inc.	Fuels, namely, natural gas, oil, coal, and liquid fuels for production of heat, steam or electrical energy, or for use in residential or commercial heating, cooling, or space conditioning systems, or for use in process industry facilities, Class 4		75/623515
Reliant Energy & Design	Reliant Resources, Inc.	Energy facilities and infrastructure, namely, energy generation plants, plants that produce chilled water and steam, ice generation plants, natural gas gathering systems comprising gathering lines, compressor stations and gas processing facilities; transmission and storage facilities and equipment, namely, pipelines, compressor stations, storage wells, caverns and tanks, gate stations, regulators, converter stations and transformers; hot water heaters; space conditioning units, Class 11		75/623523
Reliant Hall	Reliant Resources, Inc.	Restaurant and bar services; providing general purpose facilities for exhibitions, Class 42		75/981392

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Hall	Reliant Resources, Inc.	Computer services, namely, providing an on-line chat room and bulletin board in the fields of entertainment and sports, Class 38		76/195428
Reliant Hall	Reliant Resources, Inc.	Providing stadium facilities for sports and entertainment; arranging and conducting athletic competitions; providing entertainment in the nature of sporting events and competitions, exhibitions and expositions, public performances, concerts, conventions and rodeos; information services, namely, providing a wide range of information relating to sporting events and related activities by means of the Internet, Class 41		76/195429
Reliant Hall	Reliant Resources, Inc.	Conducting sightseeing tours of the Reliant Stadium for others, Class 39		76/195430
Reliant Hall	Reliant Resources, Inc.	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with professional football; rental of advertising space; promoting sports competitions and/or events of others; dissemination of advertising matter and providing facilities for trade shows and conventions; promotion business and tourism in the area of the Reliant Stadium in Houston, Texas, Class 35		76/195431
Reliant Hall	Reliant Resources, Inc.	Staple and snack foods, namely, hot dog sandwiches, hamburger sandwiches, pretzels, popped popcorn, caramel popcorn, tortilla chips, cheese sauce, frozen confections, candy, mustard, ketchup, relish and mayonnaise, Class 30		76/195432
Reliant Hall	Reliant Resources, Inc.	Toys, namely, stuffed animals, soft sculptured dolls and plush toys, action figures, action figure accessories, inflatable toys, balloons, promotional game materials and toy football helmets; sporting goods, namely, footballs and sports balls, Class 28		76/195433
Reliant Hall	Reliant Resources, Inc.	Cloth patches for clothing, Class 26		76/195434

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Hall	Reliant Resources, Inc.	Clothing, namely, athletic footwear, athletic uniforms, bandanas, bath robes, bathing suits, caps, gloves, jackets, pants, polo shirts, scarves, shirts, shoes, shorts, sports shirts, socks, sweatbands, sweaters, sweatshirts, t-shirts, tank-tops, ties, rain-wear, vests, underwear and visors, Class 25		76/195435
Reliant Hall	Reliant Resources, Inc.	Housewares and glass, namely, cups, mugs, steins, glass beverage ware, ice buckets, tankards of non-precious metal, portable coolers, plastic coasters and thermal insulated containers for food and beverages, waste paper baskets, serving trays of non-precious metal, bowls, cork screws, Class 21		76/195436
Reliant Hall	Reliant Resources, Inc.	Novelty items, namely, plastic banners, plastic pennants, plastic flags, plastic figurines, seat cushions, plaques, plastic signboards, non-metal key chains, Class 20		76/195437
Reliant Hall	Reliant Resources, Inc.	All purpose athletic bags, textile shopping bags, attaché cases, beach bags, umbrellas, book bags, duffel bags, tote bags, fanny packs, waist packs, gym bags, key cases, knapsacks, luggage, saddlery and wallets, Class 18		76/195438
Reliant Hall	Reliant Resources, Inc.	Paper goods, paper materials and printed matter, namely, posters, mounted and unmounted photographs, postcards, pennants, trading cards, bumper stickers, stickers, decals, iron-on transfers, temporary body transfers made of ink and/or paint, printed labels, score cards, books in the field of football and related sporting events and activities, book covers, school books, address and appointment books, autograph books, scrap books, yearbooks, stationery, magazines and magazine sections in the field of football and related sporting events and activities; food wrappers made of paper, markers, crayons, rubber stamps, stamp pads, pens, pencils, pen and pencil cases, printed tickets, paper napkins, calendars, banners, paper and/or plastic merchandise bags, paper flags, coasters, and containers of paper, Class 16		76/195439

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Hall	Reliant Resources, Inc.	Jewelry and time keeping instruments, namely ear rings, cufflinks, bracelets, charms, pendants, costume jewelry, ornamental lapel pins, medallions; time keeping instruments, namely, wrist watches, watch bands, clocks and alarm clocks, Class 14		76/195440
Reliant Hall	Reliant Resources, Inc.	Prerecorded audio and video tapes, cassettes and discs featuring sporting events and related activities; computer game programs related to sporting events and related activities; motion picture films in the field of sporting events and related activities, radios, and telephones, Class 9		76/195441
Reliant Park	Reliant Resources, Inc.	Toys, namely, stuffed animals, soft sculptured dolls and plush toys, action figures, action figure accessories, inflatable toys, balloons, promotional game materials and toy football helmets; sporting goods, namely, footballs and sports balls, Class 28		76/195425
Reliant Park	Reliant Resources, Inc.	Jewelry and time keeping instruments, namely ear rings, cufflinks, bracelets, charms, pendants, costume jewelry, ornamental lapel pins, medallions; time keeping instruments, namely, wrist watches, watch bands, clocks and alarm clocks, Class 14		76/195426
Reliant Park	Reliant Resources, Inc.	Prerecorded audio and video tapes, cassettes and discs featuring sporting events and related activities; computer game programs related to sporting events and related activities; motion picture films in the field of sporting events and related activities, radios, and telephones, Class 9		76/195427
Reliant Park	Reliant Resources, Inc.	Cloth patches for clothing, Class 26		76/195464
Reliant Park	Reliant Resources, Inc.	Clothing, namely, athletic footwear, athletic uniforms, bandanas, bath robes, bathing suits, caps, gloves, jackets, pants, polo shirts, scarves, shirts, shoes, shorts, sports shirts, socks, sweatbands, sweaters, sweatshirts, t-shirts, tank-tops, ties, rain-wear, vests, underwear and visors, Class 25		76/195465

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Park	Reliant Resources, Inc.	Housewares and glass, namely, cups, mugs, steins, glass beverage ware, ice buckets, tankards of non-precious metal, portable coolers, plastic coasters and thermal insulated containers for food and beverages, waste paper baskets, serving trays of non-precious metal, bowls, cork screws, Class 21		76/195466
Reliant Park	Reliant Resources, Inc.	Novelty items, namely, plastic banners, plastic pennants, plastic flags, plastic figurines, seat cushions, plaques, plastic signboards, non-metal key chains, Class 20		76/195467
Reliant Park	Reliant Resources, Inc.	All purpose athletic bags, textile shopping bags, attaché cases, beach bags, umbrellas, book bags, duffel bags, tote bags, fanny packs, waist packs, gym bags, key cases, knapsacks, luggage, saddlery and wallets, Class 18		76/195468
Reliant Park	Reliant Resources, Inc.	Paper goods, paper materials and printed matter, namely, posters, mounted and unmounted photographs, postcards, pennants, trading cards, bumper stickers, stickers, decals, iron-on transfers, temporary tattoos, printed labels, score cards, books in the field of football and related sporting events and activities, book covers, address and appointment books, autograph books, scrap books, yearbooks, stationery, magazines and magazine sections in the field of football and related sporting events and activities; food wrappers made of paper, markers, crayons, rubber stamps, stamp pads, pens, pencils, pen and pencil cases, printed tickets, paper napkins, calendars, paper banners, paper and/or plastic merchandise bags, paper flags, coasters made of paper, and containers of paper, Class 16		76/195469
Reliant Park	Reliant Resources, Inc.	Computer services, namely, providing an on-line bulletin board in the fields of entertainment and sports and chat rooms, Class 38 Restaurant and bar services; providing general purpose facilities for exhibitions, Class 42		76/195470

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Park	Reliant Resources, Inc.	Providing stadium facilities for sports and entertainment; arranging and conducting athletic competitions; providing entertainment in the nature of sporting events and related activities; information services, namely, providing a wide range of information relating to sporting events and related activities by means of the Internet, Class 41		76/195471
Reliant Park	Reliant Resources, Inc.	Conducting the sightseeing tours of the Reliant Stadium for others, Class 39		76/195472
Reliant Park	Reliant Resources, Inc.	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with professional football; rental of advertising space; promoting sports competitions and/or events of others; dissemination of advertising matter and providing facilities for trade shows and conventions; tourism in the area of the Reliant Stadium in Houston, Texas; promoting business and tourism in the Reliant Stadium in Houston, Texas, Class 35		76/195473
Reliant Park	Reliant Resources, Inc.	Staple and snack foods, namely, hot dog sandwiches, hamburger sandwiches, pretzels, popped popcorn, caramel popcorn, tortilla chips, cheese sauce, frozen confections, candy, mustard, ketchup, relish and mayonnaise, Class 30		76/195474
Reliant Resources	Reliant Resources, Inc.	Brokerage in the field of commodities, namely, buying, selling, and trading of energy commodities; risk management services; financing of energy services projects; telephone calling card services; venture capital services, Class 36		76/148200

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Resources	Reliant Resources, Inc.	Business consultation services for the energy industry; billing for energy suppliers; business support services for energy suppliers, namely, customer assistance services in the nature of providing service connection, billing, repair and safety information to energy consumers; business marketing consulting services in the energy industry; investment advisory services and commodity trading services, financing of energy power projects; on-line computer services, namely, providing information regarding the goods and services of others in the nature of a buyers' guide via the Internet; dissemination of advertising for others via the Internet; directory services to help locate people, places, organizations, phone numbers, home pages, and electronic mail addresses; promoting the sale of goods and services of others by awarding purchase points for credit card use; promoting the sale of credit card accounts through the administration of incentive award programs; operation of cogeneration and other non-regulated electric generation facilities for others, Class 35		76/148201
Reliant Resources	Reliant Resources, Inc.	Energy facilities and infrastructure, namely, energy generation plants, plants that produce chilled water and steam, storage and equipment in the nature of pipelines, compressor stations, storage wells, caverns and tanks, gate stations, gas or liquid distribution lines, Class 11		76/148202
Reliant Resources	Reliant Resources, Inc.	Computer software for use in the field of energy information systems for tracking, monitoring, displaying, storing, and reporting actual, projected, and historical energy storage, transmission, distribution or consumption; electrical power substations, Class 9		76/148203

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Resources	Reliant Resources, Inc.	Engineering design services of energy generation facilities and infrastructure; providing information regarding the energy industry and energy commodities; promoting public awareness of the need for environmentally friendly energy; meter reading services; computer services, namely, providing search engines for obtaining data on the Internet; hosting the Web sites of others on computer servers for the Internet; providing multiple user access to bulletin boards and the Internet for the transfer and dissemination of a wide range of data and information; providing a wide range of general interest information via the Internet; creating indices of information, sites, and other resources available on the Internet; searching for and retrieving others' information, sites, and other resources available on the Internet; providing an on-line link to news, weather, sports, current events, and reference materials; providing on-line bulletin boards; providing on-line chat rooms for transmission of messages among Internet users; providing on-line auction services; providing information about energy, the energy industry, and the deregulation and restructuring of the energy industry by means of an on-line interactive Web site; drilling and pumping of oil; engineering services, namely oil and natural gas extraction; distributorship services and making available for acquisition power and its byproducts for and to others, namely, power and its byproducts generated from cogeneration, diesel fuel, natural gas, oil, natural gas liquids, liquefied petroleum gas, coal, related energy sources, and nuclear energy; providing and arranging for long-term natural gas, oil, natural gas liquids, liquefied petroleum gas, petrochemicals and/or refined petroleum products supply contracts; buying natural gas, oil, natural gas liquids, liquefied petroleum gas, petrochemicals for and from others and distributorship services in the field of natural gas, oil, natural gas liquids, liquefied petroleum gas, petrochemicals for and to others, Class 42		76/148446

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Resources	Reliant Resources, Inc.	Leasing of energy facilities and infrastructure; space conditioning services; transportation of natural gas and oil, transportation and delivery of natural gas, related liquids, condensate residue and refined petroleum products; utility services, namely the transmission and sale of gas and electrical power to industrial, commercial and residential customers, Class 39		76/148447
Reliant Resources	Reliant Resources, Inc.	Telecommunication services, namely, electronic transmission of voice, data and video; leasing of telecommunication transmission infrastructure and capacity; electronic mail services; cable television transmission services; high speed cable, digital subscriber line (DSL) and Ethernet data services, namely, high speed access to the Internet, Class 38		76/148448
Reliant Resources	Reliant Resources, Inc.	Construction, operation, maintenance, and repair of facilities and infrastructure for energy generation, transmission, storage and distribution; maintenance and repair of consumer electric and gas appliances; maintenance and repair of street lighting systems; development and construction services in the field of cogeneration and other non-regulated electric generation facilities, Class 37		76/148449
Reliant Stadium	Reliant Resources, Inc.	Restaurant and bar services; providing general purpose facilities for exhibitions, Class 42		75/981391
Reliant Stadium	Reliant Resources, Inc.	Computer services, namely, providing an on-line chat room and bulletin board in the fields of entertainment and sports, Class 38		76/195442
Reliant Stadium	Reliant Resources, Inc.	Providing stadium facilities for sports and entertainment; arranging and conducting athletic competitions; providing entertainment in the nature of sporting events and competitions, exhibitions and expositions, public performances, concerts, conventions and rodeos; information services, namely, providing a wide range of information relating to sporting events and related activities by means of the Internet, Class 41		76/195443
Reliant Stadium	Reliant Resources, Inc.	Conducting sightseeing tours of the Reliant Stadium for others, Class 39		76/195444

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Stadium	Reliant Resources, Inc.	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with professional football; rental of advertising space; promoting sports competitions and/or events of others; dissemination of advertising matter and providing facilities for trade shows and conventions; promoting business and tourism in the area of the Reliant Stadium in Houston, Texas, Class 35		76/195445
Reliant Stadium	Reliant Resources, Inc.	Staple and snack foods, namely, hot dog sandwiches, hamburger sandwiches, pretzels, popped popcorn, caramel popcorn, tortilla chips, cheese sauce, frozen confections, candy, ketchup, relish and mayonnaise, Class 30		76/195446
Reliant Stadium	Reliant Resources, Inc.	Clothing, namely, athletic footwear, athletic uniforms, bandanas, bath robes, bathing suits, caps, gloves, jackets, pants, polo shirts, scarves, shirts, shoes, shorts, sports shirts, socks, sweatbands, sweaters, sweatshirts, t-shirts, tank-tops, ties, rain-wear, vests, underwear and visors, Class 25		76/195447
Reliant Stadium	Reliant Resources, Inc.	Toys, namely, stuffed animals, soft sculptured dolls and plush toys, action figures, action figure accessories, inflatable toys, balloons, promotional game materials and toy football helmets; sporting goods, namely, footballs and sports balls, Class 28		76/195448
Reliant Stadium	Reliant Resources, Inc.	Cloth patches for clothing, Class 26		76/195449
Reliant Stadium	Reliant Resources, Inc.	Housewares and glass, namely, cups, mugs, steins, glass beverage ware, ice buckets, tankards of non-precious metal, portable coolers, plastic coasters and thermal insulated containers for food and beverages, waste paper baskets, serving trays of non-precious metal, bowls, cork screws, Class 21		76/195555
Reliant Stadium	Reliant Resources, Inc.	Novelty items, namely, plastic banners, plastic pennants, plastic flags, plastic figurines, seat cushions, plaques, plastic signboards, non-metal key chains, Class 20		76/195556

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Reliant Stadium	Reliant Resources, Inc.	All purpose athletic bags, textile shopping bags, attaché cases, beach bags, umbrellas, book bags, duffel bags, tote bags, fanny packs, waist packs, gym bags, key cases, knapsacks, luggage, saddlery and wallets, Class 18		76/195557
Reliant Stadium	Reliant Resources, Inc.	Paper goods, paper materials and printed matter, namely, posters, mounted and unmounted photographs, postcards, pennants, trading cards, bumper stickers, stickers, decals, iron-on transfers, temporary body transfers made of ink and/or paint, painted labels, score cards, books in the field of football and related sporting events and activities, book covers, school books, address and appointment books, autograph books, scrap books, yearbooks, stationery, magazines and magazine sections in the field of football and related sporting events and activities; food wrappers made of paper, markers, crayons, rubber stamps, stamp pads, pens, pencils, pen and pencil cases, printed tickets, paper napkins, calendars, banners, paper and/or plastic merchandise bags, paper flags, coasters, and containers made of paper, Class 16		76/195558
Reliant Stadium	Reliant Resources, Inc.	Jewelry, namely ear rings, cufflinks, bracelets, charms, pendants, costume jewelry, ornamental lapel pins, medallions; time keeping instruments, namely, wrist watches, watch bands, clocks and alarm clocks, Class 14		76/195559
Reliant Stadium	Reliant Resources, Inc.	Prerecorded audio and video tapes, cassettes and discs featuring sporting events and related activities; computer game programs related to sporting events and related activities; motion picture films in the field of sporting events and related activities, radios, and telephones, Class 9		76/195560
Straight Energy Talk	Reliant Resources, Inc.	Arranging and conducting educational events, namely, workshops, seminars, roundtable discussions, presentations and lectures in the field of the energy industry, Class 41	2,264,343	75/407380
Straight Energy Talk	Reliant Resources, Inc.	Informational materials, namely, newsletters relating to or concerning the energy industry, Class 16	2,268,434	75/407398

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Straight Energy Talk	Reliant Resources, Inc.	Providing information about energy, the energy industry, and the deregulation and restructuring of the energy industry by means of an on-line interactive web site, Class 42	2,337,144	75/407664
Straight Energy Talk	Reliant Resources, Inc.	Business information, namely, addressing questions, concerns and issues regarding the energy industry and related issues via telephone and via pre-recorded telephone messages, Class 35	2,264,347	75/407665
Supplemental Regulation Service and Design	Reliant Resources, Inc.	Generation and production of energy, Class 40		75/801743
Texas Star Energy Company	Reliant Resources, Inc.	Leasing of energy facilities and infrastructure; space conditioning services, namely, engineering the effective use of energy in a finite space to control or manipulate air temperature, humidity, and related variants and to provide heating and cooling services for finite spaces; transportation and delivery of natural gas, oil, liquid hydrocarbons, gas condensate, residue and refined petroleum products via pipeline, train, truck, ship, and air; public utility services in the nature of the transmission of gas and electrical power to industrial, commercial and residential customers, Class 39		78/086754
Texas Star Energy Company and Design	Reliant Resources, Inc.	Leasing of energy facilities and infrastructure; space conditioning services, namely, engineering the effective use of energy in a finite space to control or manipulate air temperature, humidity, and related variants and to provide heating and cooling services for finite spaces; transportation and delivery of natural gas, oil, liquid hydrocarbons, gas condensate, residue and refined petroleum products via pipeline, train, truck, ship, and air; public utility services in the nature of the transmission of gas and electrical power to industrial, commercial and residential customers, Class 39		78/086753
Trade Balancer and Design	Reliant Resources, Inc.	Business services in the field of energy planning and management, namely, an energy brokerage wherein the applicant buys and sells energy for its wholesale customers, Class 36		75/802673

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Your Houston Business	Reliant Resources, Inc.	Magazines, Class 16		78/156502
Orion Power & Design (stylized)	Orion Power Holdings, Inc.	Procurement, namely, purchasing of electric, steam and natural gas energy for others, Class 35 Energy brokerage, namely, buying, selling and trading of energy and energy capacity, including arranging for the transmission of energy between suppliers and purchasers, Class 36 Maintenance, installation and repair of power plants, namely, expansion and replacement of such plants, Class 37 Public utility services in the nature of electricity distribution and transmission; transmission and supply of steam energy and natural gas energy, Class 39 Generation of electric energy, Class 40 Technical consultation in the field of design, use, planning, construction and procurement of facilities for generating electric, steam and/or natural gas power from various sources, namely, fossil fuels such as natural gas, coal, iron, oil and other BTU sources, and renewable fuel sources, Class 42		75/689501
Orion and Design	Orion Power Holdings, Inc.	Energy brokerage, namely, buying, selling and trading of energy and energy capacity, including arranging for the transmission of energy between suppliers and purchasers, Class 36 Service line pipe splitting, expanding and replacement power plant services, Class 37 Public utility services, namely, generation, procurement, transmission and/or distributions of electric energy; generation and supply of steam energy; procurement, transmission and supply of natural gas energy, Class 39 Consulting services in the nature of design, use, planning, construction, and procurement of facilities for generating electric, steam and/or natural gas power from various sources, including, fossil fuels (natural gas, coal, iron, oil and other BTU sources) and renewable fuel sources, Class 41		75/462561

NAME	OWNER	GOODS/SERVICES	REG. #	APPL. #
Orion Power Holdings and Design	Orion Power Holdings, Inc.	Energy brokerage, namely, buying, selling and trading of energy and energy capacity, including arranging for the transmission of energy between suppliers and purchasers, Class 36 Service line pipe splitting, expanding and replacement power plant services, Class 37 Public utility services, namely, generation, procurement, transmission and/or distributions of electric energy; generation and supply of steam energy; procurement, transmission and supply of natural gas energy, Class 39 Consulting services in the nature of design, use, planning, construction, and procurement of facilities for generating electric, steam and/or natural gas power from various sources, including, fossil fuels (natural gas, coal, iron, oil and other BTU sources) and renewable fuel sources, Class 41		75/462558
Homewise	Reliant Energy Retail Services, LLC	Consolidated billing services; utility cost management services for others; marketing and promotion of public utility products and services by providing information about the goods and services of others to public utility customers, Class 35		76/193608
Homewise	Reliant Energy Retail Services, LLC	Providing general-purpose facilities for public and private cultural, musical, political, educational, charitable, theatrical, sports, and religious events, meetings, seminars, and conventions, Class 42		76/193607
Homewise	Reliant Energy Retail Services, LLC	Providing a line of credit; bill payment services, Class 36		76/193606

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FAX

TO	Patent and Trademark Office Assignment Division	COMPANY	
RECIPIENT FAX	(703) 306-5995	RECIPIENT PHONE	
FROM	Christine Benton Trademark Paralegal	DATE	April 2, 2003
SENDER PHONE	(212) 878- 8053	PAGES (W/ COVER)	29
SENDER FAX	(212) 878-8375		
SENDER E-MAIL	christine.benton@cliffordchance.com		

MESSAGE**CONVEYING PARTY: Orion Power Holdings, Inc.****RECEIVING PARTY: Bank of America, N.A.****BRIEF: Security Agreement**

FOR FAX TRANSMISSION PROBLEMS, CALL 212 878-8053. THIS FACSIMILE TRANSMISSION IS INTENDED SOLELY FOR THE USE OF THE PERSON OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. ANY REVIEW, DISSEMINATION, DISTRIBUTION, COPYING OR OTHER USE OF, OR THE TAKING OF ANY ACTION IN RELIANCE UPON, THIS TRANSMISSION OR ITS CONTENTS BY PERSONS OTHER THAN THE ADDRESSEE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, OR ARE UNCERTAIN ABOUT ITS PROPER HANDLING, PLEASE CALL US IMMEDIATELY (COLLECT AT 212 878-8053) AND RETURN THE ORIGINAL TRANSMISSION TO US BY MAIL.

NYA 599613.1

TRADEMARK**REEL: 2627 FRAME: 0934**

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April 2, 2003

VIA FAX

(703) 306-5995

Commissioner of Patents & Trademarks
Assignment Division
Washington, DC 20231Re: Recordation of Security Interest in Trademarks
Orion Power Holdings, Inc./Bank of America, N.A.
(as Administrative Agent and as Collateral Agent for the Lenders)
(Our Ref: 006540/00026)

Dear Sir:

Enclosed please find a Recordation Form Cover Sheet with respect to the above-referenced recordation.

We believe that we have calculated the fee correctly on the Recordation Form Cover Sheet. However, should this amount prove deficient, please deduct any additional charges from our Deposit Account No. 18-1843.

Please contact the undersigned if you have any questions.

Very truly yours,

Christine F. Benton
Trademark Paralegal/cfb
enclosure

NYA 599582.1

**TRADEMARK
REEL: 2627 FRAME: 0935**

CERTIFICATE OF MAILING

BRIEF: SECURITY AGREEMENT

CONVEYING PARTY: **Orion Power Holdings, Inc.**RECEIVING PARTY **Bank of America, N.A.**

DATE: April 2, 2003

I hereby certify that the attached Recordation Form Cover Sheet is being deposited with the Commissioner of Patent & Trademarks, **BOX ASSIGNMENTS**, Washington, D.C. 20231 via fax no. (703) 306-5995 on April 2, 2003.

Dated: April 2, 2003

A handwritten signature in black ink, appearing to read "C.A. Denton", is written over a horizontal line.

NYA 599593.1

**TRADEMARK
REEL: 2627 FRAME: 0936**

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Orion Power Holdings, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: March 28, 2003

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.
Internal (as Administrative Agent and as
Address: Collateral Agent for the Lenders)

Street Address: 901 Main Street, 66th Flr
City: Dallas State: TX Zip: 75202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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)
75689501 75462558
75462561

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: Christine F. Benton

Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1843

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

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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.

Christine F. Benton
Name of Person Signing


Signature

4/2/03
Date

28

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

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231