

10-03-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): 10-1-03 USPOWERSOLUTIONS CORPORATION [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Green Mountain Energy Company Internal Address: Suite 100 Street Address: 3815 Capital of TX Hwy. South City: Austin State: TX Zip: 78704 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] 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

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: December 31, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2686737, 2354816 2607370, 2523879, 2392732 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steve P. Meleen, Esq. Internal Address: Fulbright & Jaworski L.L.P. Street Address: 600 Congress Avenue Suite 2400 City: Austin State: TX Zip: 78701

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) \$ 140.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: 50-1212/10102148/GMEC:001/SPM

10/02/2003 BYRME 00000002 2686737 01 FC:8321 40.00 UP 02 FC:8322 100.00 UP

DO NOT USE THIS SPACE

9. Signature. Steve P. Meleen Signature Date 9/26/03

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002836 FRAME: 0934

# Delaware

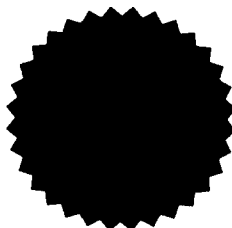
PAGE 1

*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:

"USPOWERSOLUTIONS CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "GREEN MOUNTAIN ENERGY COMPANY" UNDER THE NAME OF "GREEN MOUNTAIN ENERGY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 9 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

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AUTHENTICATION: 2189026

DATE: 01-07-03

TRADEMARK  
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**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**USPOWERSOLUTIONS CORPORATION**  
a Delaware corporation

with and into

**GREEN MOUNTAIN ENERGY COMPANY**  
a Delaware corporation

**UNDER SECTION 253 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned hereby certify to the following information relating to the merger (the "Merger") of USPowerSolutions Corporation, a Delaware corporation (the "Subsidiary") and a wholly owned subsidiary of Green Mountain Energy Company, a Delaware corporation (the "Parent"), with and into the Parent:

**FIRST:** That the names and states of incorporation of Parent and Subsidiary, which are the constituent corporations in the Merger, are as follows:

<u>Name</u>	<u>State</u>
USPowerSolutions Corporation	Delaware
Green Mountain Energy Company	Delaware

**SECOND:** That 100% of the outstanding shares of capital stock of Subsidiary are held beneficially and of record by Parent.

**THIRD:** That the Merger has been approved by Parent and Subsidiary in accordance with their respective by-laws and the provisions of Section 253 of the DGCL.

**FOURTH:** That the executive committee of the Parent's board of directors, in accordance with the by-laws of Parent and pursuant to authority delegated to the executive committee by resolutions adopted by the Parent's board of directors, adopted the following resolution approving the Merger effective December 18, 2002:

RESOLVED that the Executive Committee of the Board of Directors deems it advisable and in the best interests of the Company that USPowerSolutions Corporation, a Delaware corporation and a wholly owned subsidiary of the Company (USPS), be

merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law, with the Company as the entity surviving the merger and with the certificate of incorporation of the Company, as amended, as the certificate of incorporation of the surviving entity (Merger); and be it further

RESOLVED that each of the Chief Executive Officer and President, the Chief Financial Officer, and the Vice President, General Counsel and Secretary is authorized, in accordance with the certificate of incorporation and by-laws of the Company and the Delaware General Corporation Law, to execute and deliver a certificate of merger with respect to and providing for the Merger, to cause such certificate of merger to be filed with the Secretary of State of the State of Delaware, and to execute, deliver and file any and all other documents required to consummate the Merger; and be it further

RESOLVED that each of the Chief Executive Officer and President, the Chief Financial Officer, and the Vice President, General Counsel and Secretary is authorized, for and on behalf of the Company and in its name, to execute and deliver all such instruments, certificates and other documents, to make all such payments and filings, and to do all such other acts and things as any of them may deem necessary or advisable to carry out the intent and purposes of any of the foregoing resolutions, the execution and delivery thereof to be conclusive evidence of their authority pursuant to the foregoing resolutions, and it is further

RESOLVED that all actions heretofore taken on behalf of the Company by the Chief Executive Officer and President, the Chief Financial Officer or the Vice President, General Counsel and Secretary in connection with any matter contemplated by the foregoing resolutions are in all respects, ratified, confirmed, authorized and approved as acts of the Company.

**FIFTH:** That Parent shall be the corporation surviving the merger (the "Surviving Corporation") and that the name of the Surviving Corporation shall remain: "Green Mountain Energy Company".

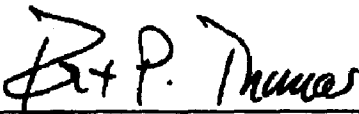
**SIXTH:** That the Certificate of Incorporation of the Surviving Corporation on file with the Delaware Secretary of State shall be the Certificate of Incorporation of the Surviving Corporation.

**SEVENTH:** That this Certificate of Ownership and Merger shall be effective at such time as this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

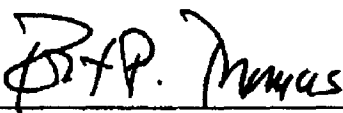
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of Parent and Subsidiary by their respective duly authorized officers this 31<sup>st</sup> day of December, 2002.

**GREEN MOUNTAIN ENERGY COMPANY**

By:   
Robert P. Thomas  
Vice President, General Counsel & Secretary

**USPOWERSOLUTIONS CORPORATION**

By:   
Robert P. Thomas  
Vice President, General Counsel & Secretary