

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
El Paso Energy Corporation		02/05/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	El Paso Corporation
Street Address:	1001 Louisiana
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	2419700	DISCOVER THE TENNESSEE ADVANTAGE
Registration Number:	2418040	
Registration Number:	2279834	THE TENNESSEE ADVANTAGE
Registration Number:	2418020	PASSKEY
Registration Number:	2457807	PASSKEY
Registration Number:	2312305	WE GO FROM THE RIGHT PLACE TO THE RIGHT PLACE.

CORRESPONDENCE DATA	
Fax Number:	(713)445-8097
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7134205965
Email:	jay.gallia@elpaso.com
Correspondent Name:	Jay L. Gallia
Address Line 1:	1001 Louisiana
Address Line 4:	Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	6 MARKS
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CH \$165.00 2419700

NAME OF SUBMITTER:

Laura Althaus

Total Attachments: 5

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Office of the Secretary of 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:

"EL PASO CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "EL PASO ENERGY CORPORATION" UNDER THE NAME OF "EL PASO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2001, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTH DAY OF FEBRUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

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

2884676 8100M

010058609



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0956623

DATE: 02-05-01

TRADEMARK
REEL: 002906 FRAME: 0727

CERTIFICATE OF OWNERSHIP AND MERGER

merging

EL PASO CORPORATION

with and into

EL PASO ENERGY CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware.

El Paso Energy Corporation, a Delaware corporation (the "Company"), for the purpose of merging El Paso Corporation, a Delaware corporation (the "Subsidiary") with and into the Company, does hereby certify as follows:

FIRST: That the name and state of incorporation of each constituent corporation of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
El Paso Corporation	Delaware
El Paso Energy Corporation	Delaware

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of the Subsidiary.

THIRD: That the Company, by the resolutions adopted by the Company's Board of Directors on the 24th day of January 2001 and attached hereto as Exhibit A, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions.

FOURTH: That this Certificate of Ownership and Merger and the merger contemplated hereby shall be effective at 12:01 a.m., on February 7, 2001 (the "Effective Time").

FIFTH: That at the Effective Time in accordance with Section 253(b) of the General Corporation Law of the State of Delaware, Article 1. of the Certificate of Incorporation of the Company shall be amended to read in its entirety as follows:

"ARTICLE 1. NAME

The name of this corporation is EL PASO CORPORATION."

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 02/05/2001
010058609 - 2884676

IN WITNESS WHEREOF, said El Paso Energy Corporation, has caused this certificate to be signed by the duly authorized undersigned officer this 5th day of February 2001.

EL PASO ENERGY CORPORATION

By: David L. Siddall
David L. Siddall
Vice President

EXHIBIT A

WHEREAS, this Company is the owner of all of the issued and outstanding shares of common stock of El Paso Corporation, a Delaware corporation (the "Subsidiary"); and

WHEREAS, this Company desires to merge the Subsidiary with and into itself and to possess all of the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, the Board of Directors of this Company believes it is in the best interest of this Company and its stockholders to merge the Subsidiary with and into itself.

NOW, THEREFORE, BE IT RESOLVED that this Company merge the Subsidiary with and into itself, that the separate existence of the Subsidiary cease at the Effective Time (hereafter defined), and that this Company, as the surviving Company of the merger pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), continue to exist by virtue of, and be governed by, the laws of the State of Delaware (such actions, collectively, being called the "Merger") and that the Merger be, and hereby is, approved.

RESOLVED that the Merger shall be effective at 12:01 a.m., on February 7, 2001, (such date and time being referred to herein as the "Effective Time").

RESOLVED that, at the Effective Time, this Company, without further action, as provided by the laws of the State of Delaware, succeed to and possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, of the Subsidiary; and all property, real, personal and mixed, and all debts due on whatsoever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Subsidiary shall be vested in this Company without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall thereafter be as effectively the property of this Company as they were of the Subsidiary; and the title to any real estate, or any interest therein, vested in this Company or the Subsidiary by deed or otherwise shall not revert or be in any way impaired by reason of the Merger. This Company shall thereafter be responsible and liable for all debts, liabilities, and duties of the Subsidiary, which may be enforced against this Company to the same extent as if those debts, liabilities, and duties had been incurred or contracted by this Company. Neither the rights of creditors nor any liens upon the

property of the Subsidiary or this Company shall be impaired by the Merger.

RESOLVED that, at the Effective Time, each share of common stock of the Subsidiary be cancelled.

RESOLVED that, at the Effective Time, Article 1 of the Certificate of Incorporation of this Company be amended to read as follows:

“ARTICLE 1. NAME

The name of this corporation is El Paso Corporation.”

RESOLVED that the proper officers of this Company be, and each of them hereby is, authorized and empowered to execute and acknowledge in the name and on behalf of this Company a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that each such officer is hereby authorized and directed to cause the executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause certified copies of that Certificate to be recorded in the Offices of the Recorder of Deeds of the appropriate counties, all in accordance with Sections 103 and 253 of the DGCL.

RESOLVED that the proper officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of this Company, or any subsidiary of this Company, to do and perform, or cause to be done and performed, all such acts, deeds and things, to make, execute, and deliver, or cause to be made, executed, and delivered, all such agreements, guaranties, notes, evidences of borrowings, undertakings, documents, instruments and certificates as each such officer may deem necessary or appropriate to effectuate and carry out fully the purpose and intent of the foregoing resolutions.

RESOLVED that at any time prior to the Effective Time, the Board of Directors of this Company may terminate the Merger and if, at the time of such termination, a Certificate of Ownership and Merger has been filed with the Secretary of State of the State of Delaware, any officer of this Company be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of this Company a Certificate of Termination.

RESOLVED that any and all actions heretofore taken by any officer of this Company, or any subsidiary of this Company, in connection with the foregoing resolutions be, and hereby are, ratified and approved.