

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GC Power Acquisition LLC | | 11/24/2004 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Texas Genco LLC | | |
| Street Address: | Corporation Trust Center | | |
| Internal Address: | 1209 Orange Street | | |
| City: | Wilmington | | |
| State/Country: | DELAWARE | | |
| Postal Code: | 19801 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78209163 | TEXAS GENCO | |
| Registration Number: | 2879202 | TEXAS GENCO | |
| Registration Number: | 2879201 | TEXASGENCO | |
| Registration Number: | 2866626 | TEXAS GENCO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)455-2502 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (212) 455-2254 | | |
| Email: | ksolomon@stblaw.com | | |
| Correspondent Name: | Robyn Rahbar, Esq | | |
| Address Line 1: | Simpson Thacher & Bartlett LLP | | |
| Address Line 2: | 425 Lexington Avenue | | |
| Address Line 4: | New York, NEW YORK 10017 | | |
| NAME OF SUBMITTER: | Robyn Rahbar | | |

OP \$115.00 78209163

TRADEMARK

REEL: 003060 FRAME: 0991

| | |
|---|------------|
| Signature: | /rr/ |
| Date: | 04/06/2005 |
| Total Attachments: 3 source=GCP-TXG_#page1.tif source=GCP-TXG_#page2.tif source=GCP-TXG_#page9.tif | |

Delaware

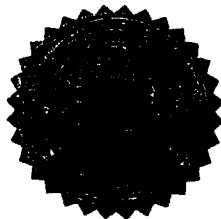
PAGE 1

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 RESTATED CERTIFICATE OF "GC POWER ACQUISITION LLC", CHANGING ITS NAME FROM "GC POWER ACQUISITION LLC" TO "TEXAS GENCO LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 1:58 O'CLOCK P.M.

3830441 8100

040849804



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3500468

DATE: 11-24-04

TRADEMARK
REEL: 003060 FRAME: 0993

AMENDED AND RESTATED CERTIFICATE OF FORMATION

OF

GC POWER ACQUISITION LLC

This Amended and Restated Certificate of Formation of GC Power Acquisition LLC (the "LLC"), dated as of November 24, 2004, has been duly executed and is being filed by the undersigned, as an authorized person in accordance with the provisions of 6 Del. C. § 18-208, to amend and restate the original Certificate of Formation of the LLC which was filed on July 19, 2004, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. The name of the limited liability company contained hereby is Texas Genco LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first written above.


Michael MacDonnell
Manager

TEXAS GENCO (U.S. Ser. No. 78/209,163)

TEXAS GENCO (U.S. Reg. No. 2,879,202)

TEXAS GENCO (U.S. Reg. No. 2,879,201)

TEXAS GENCO (U.S. Reg. No. 2,866,626)

Txgenco.com

Texasgenco.com

Texasgenco.net

Texasgenco.org

Texas Genco Holdings, Inc.

Texas Genco GP, LLC

Texas Genco LP, LLC

Texas Genco, LP

Texas Genco II, LP

Texas Genco II GP, LLC

Texas Genco Services, LP

Logo

