

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion/Name Change		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
El Paso CGP Company	FORMERLY The Coastal Corporaiton	12/20/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	El Paso Corporation		
<b>Street Address:</b>	1001		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77002		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2050921	GEMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(713)445-8097		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	7134205965		
<b>Email:</b>	jay.gallia@elpaso.com		
<b>Correspondent Name:</b>	Jay Gallia		
<b>Address Line 1:</b>	1001 Louisiana		
<b>Address Line 4:</b>	Houston, TEXAS 77002		
<b>ATTORNEY DOCKET NUMBER:</b>	T-2025-US-39		
<b>NAME OF SUBMITTER:</b>	Laura J. Althaus		
<b>Signature:</b>	/Laura J. Althaus/		
<b>Date:</b>	02/12/2007		

**CH \$40.00 2050921**

Total Attachments: 2

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# Delaware

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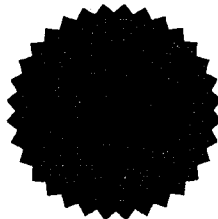
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EL PASO CGP COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EL PASO CGP COMPANY" TO "EL PASO CGP COMPANY, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 5:03 O'CLOCK P.M.

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

0784884 8100V

051063468



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4405828

DATE: 12-27-05

TRADEMARK  
REEL: 003480 FRAME: 0129

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:10 PM 12/27/2005  
FILED 05:03 PM 12/27/2005  
SRV 051063468 - 0784884 FILE

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266  
OF THE  
DELAWARE GENERAL CORPORATION LAW  
AND SECTION 18-214 OF THE  
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion of El Paso CGP Company (the "Corporation") dated as of December 20, 2005, is being duly executed and filed by an authorized officer of the Corporation to convert the Corporation to a Delaware limited liability company in accordance with Section 266 of the Delaware General Corporation Law (the "DGCL") and Section 18-214 of the Delaware Limited Liability Company Act (the "DLLCA").

1. The name of the Corporation immediately prior to filing this Certificate of Conversion was:

El Paso CGP Company

2. The name of the Corporation set forth in its original Certificate of Incorporation was:

Coastal States Gas Corporation

3. The jurisdiction where the Corporation was first created is:

Delaware

4. The date on which the Corporation was first created (and the date on which the original Certificate of Incorporation of the Corporation was filed) was:

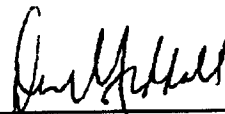
September 7, 1972

5. The name of the limited liability company as set forth in its Certificate of Formation is:

El Paso CGP Company, L.L.C.

6. This conversion has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the DLLCA.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by an authorized officer of the Corporation on the 20th day of December 2005.



David L. Siddall  
Vice President