

01-09-2001

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 exp. 4/04



SHEET

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

12/21/00

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

1. Name of conveying party(ies):

Pennsylvania Enterprises, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Pennsylvania
 Other

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

2. Name and address of receiving party(ies):

Southern Union Company
 504 Lavaca Street, Suite 800
 Austin, Texas 78701

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: November 4, 1999

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)

75/219,006 75/488,614

B. Trademark registration No.(s)

2,106,652 2,061,626

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Perla M. Kuhn, Esq.
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004-1482
 (212) 837-6550

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

01/08/2001 6TON11 00000233 75219006

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Name of Person Signing Perla M. Kuhn December 19, 2000
 Perla M. Kuhn Date

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

Mail documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records Crystal Gateway 4, Room 335, Washington, D.C. 20231

CERTIFICATE OF MAILING

Express Mail Certificate No.: EK839368932US

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 12/19/2000 (Date of Deposit).

Elaine S. Parker Name

Signature

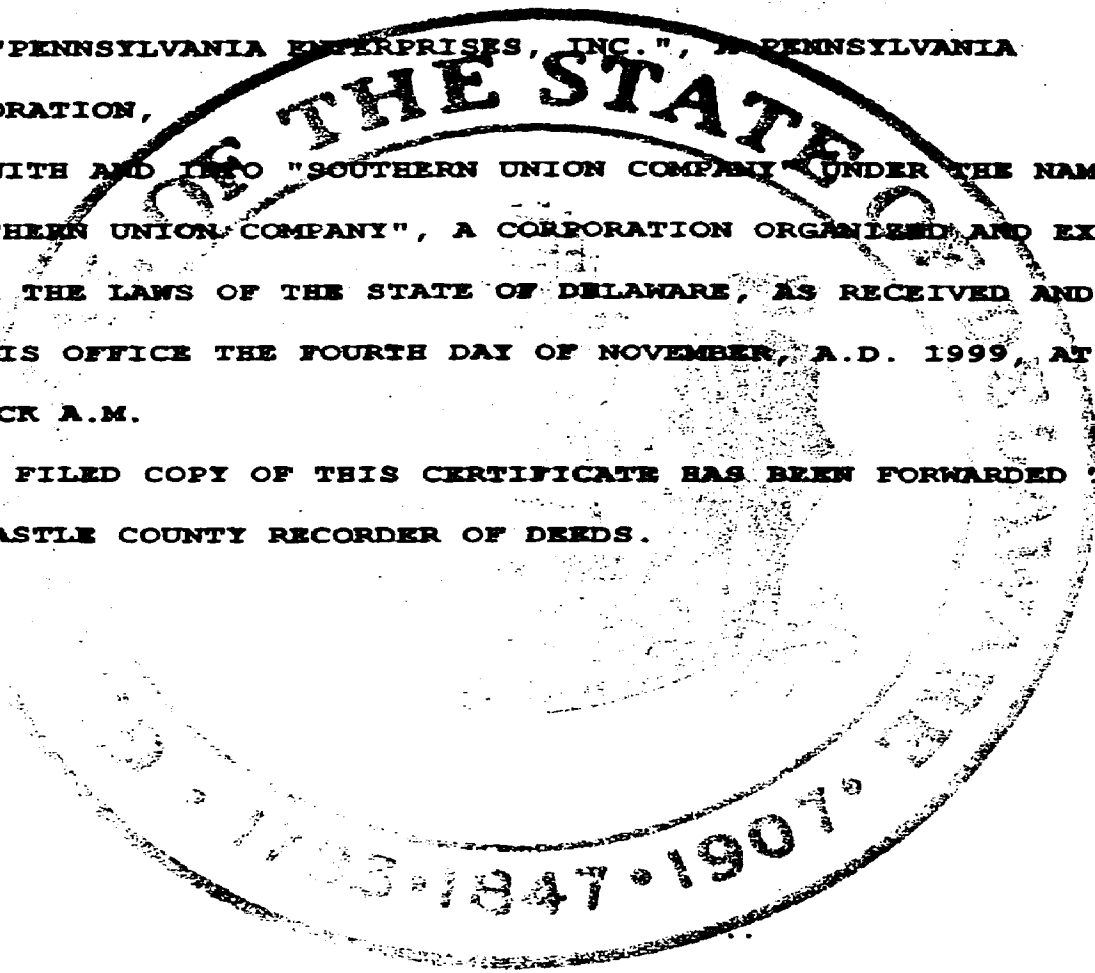
12/19/2000 Date of Signature

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PENNSYLVANIA ENTERPRISES, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "SOUTHERN UNION COMPANY" UNDER THE NAME OF "SOUTHERN UNION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

11-04-99

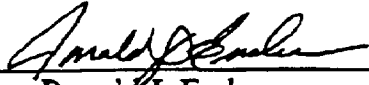
**CERTIFICATE OF MERGER
OF
PENNSYLVANIA ENTERPRISES, INC.
WITH AND INTO
SOUTHERN UNION COMPANY**

The undersigned, desiring to merge as of November 4, 1999, pursuant to Section 252 of the Delaware General Corporation Law, do hereby certify as follows:

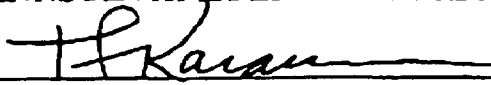
- FIRST:** Southern Union Company ("Southern Union") is a Delaware corporation and Pennsylvania Enterprises, Inc. ("PEI") is a Pennsylvania corporation.
- SECOND:** An Agreement of Merger (the "Merger Agreement") dated June 7, 1999 has been approved, adopted, certified, executed and acknowledged by Southern Union and PEI.
- THIRD:** The name of the surviving corporation is "Southern Union Company"
- FOURTH:** The Certificate of Incorporation of Southern Union shall be the Certificate of Incorporation of the surviving corporation.
- FIFTH:** The Merger Agreement is on file at the principal place of business of Southern Union located at:
- Southern Union Company
504 Lavaca Street, Suite 800
Austin, Texas 78701
Attn: Dennis K. Morgan
Senior Vice President-Legal and Secretary
- SIXTH:** A copy of the Merger Agreement will be furnished by Southern Union on request and without cost to any stockholder of PEI or Southern Union.
- SEVENTH:** The authorized capital stock of PEI is 30,000,000 shares of common stock without nominal or par value, with a stated value of \$5.00 per share.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of November 4, 1999.

SOUTHERN UNION COMPANY


By: Ronald J. Endres
Title: Executive Vice President and Chief Financial Officer

PENNSYLVANIA ENTERPRISES, INC.


By: Thomas F. Karam
Title: President and Chief Executive Officer