

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |

|                             |                 |                       |                       |
|-----------------------------|-----------------|-----------------------|-----------------------|
| <b>CONVEYING PARTY DATA</b> |                 |                       |                       |
| <b>Name</b>                 | <b>Formerly</b> | <b>Execution Date</b> | <b>Entity Type</b>    |
| Sonata Inc.                 |                 | 10/25/1999            | CORPORATION: DELAWARE |

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

|                                  |               |                  |
|----------------------------------|---------------|------------------|
| <b>PROPERTY NUMBERS Total: 1</b> |               |                  |
| <b>Property Type</b>             | <b>Number</b> | <b>Word Mark</b> |
| Registration Number:             | 2174304       | SONET            |

|  |                          |
|--|--------------------------|
| <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>  | 713-420-5965             |
| <b>Email:</b>  | jay.gallia@elpaso.com    |
| <b>Correspondent Name:</b>   | El Paso Corporation      |
| <b>Address Line 1:</b>   | 1001 Louisiana           |
| <b>Address Line 2:</b>   | Attention: Jay L. Gallia |
| <b>Address Line 4:</b>   | Houston, TEXAS 77002     |

|                                |                        |
|--------------------------------|------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | T-1038-US - "SONET" #1 |
|--------------------------------|------------------------|

|                           |               |
|---------------------------|---------------|
| <b>NAME OF SUBMITTER:</b> | Laura Althaus |
|---------------------------|---------------|

**Total Attachments: 3**  
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CH \$40.00 2174304

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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:

"SONAT INC.", A DELAWARE CORPORATION,

WITH AND INTO "EL PASO ENERGY CORPORATION" UNDER THE NAME OF "EL PASO ENERGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 2:45 O'CLOCK P.M.

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



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2884676 8100M

AUTHENTICATION: 0043650

991450606

DATE: 10-25-99

**TRADEMARK**  
**REEL: 002867 FRAME: 0730**

**CERTIFICATE OF MERGER**

**OF**

**SONAT INC.**

**WITH AND INTO**

**EL PASO ENERGY CORPORATION**

(Under Section 251 of the General Corporation Law of the State of Delaware)

The undersigned, a Delaware corporation, hereby certifies that:

**First:** The name and state of incorporation of each of the constituent corporations is as follows:

| <u>Name</u>                | <u>State of Incorporation</u> |
|----------------------------|-------------------------------|
| El Paso Energy Corporation | Delaware                      |
| Sonat Inc.                 | Delaware                      |

**Second:** The Second Amended and Restated Agreement and Plan of Merger, dated as of March 13, 1999, between El Paso Energy Corporation and Sonat Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**Third:** The name of the surviving corporation is El Paso Energy Corporation.

**Fourth:** The Restated Certificate of Incorporation of El Paso Energy Corporation is hereby amended and restated to read in its entirety as set forth as Annex 1 hereto.

**Fifth:** The executed Merger Agreement is on file at the principal place of business of El Paso Energy Corporation, the address of which is 1001 Louisiana Street, Houston, Texas 77002.

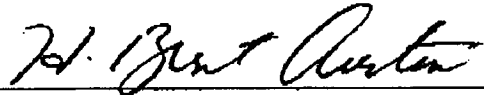
**Sixth:** A copy of the Merger Agreement will be furnished by El Paso Energy Corporation on request and without cost to any stockholder of any constituent corporation.

**Seventh:** This Certificate of Merger shall be effective at 11:59 p.m., Eastern Daylight Time, on October 25, 1999.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its duly elected officer this 25<sup>th</sup> day of October, 1999.

EL PASO ENERGY CORPORATION

By:



H. Brent Austin  
Executive Vice President  
and Chief Financial Officer