

RECC
TR

05-05-2000

Docket No.:

DYN138



101347711

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To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):
NGC Corporation
 APR 14 PM 3:29
 OPR/FINANCE

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

Additional names(s) of conveying party(ies) Yes No

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

Name: **Dynegy Inc.**

Internal Address: _____

Street Address: **1000 Louisiana**

City: **Houston** State: **TX** ZIP: **77002**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **July 6, 1998**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75467972 75497121
75467971 75495610
75497120

Additional numbers Yes No

B. Trademark Registration No.(s)

2179854

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

Name: **W. Scott Brown**

Internal Address: **2300 First City Tower**

Street Address: **1001 Fannin**

City: **Houston** State: **TX** ZIP: **77002**

6. Total number of applications and registrations involved:..... **6**

7. Total fee (37 CFR 3.41):.....\$ **\$165.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

22-0365 (if additional fees are necessary)

05/04/2000 15HABA77 00000159 75467972 DO NOT USE THIS SPACE

FC:481 40.00 DF
 FD:482 125.00 DF

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.

W. Scott Brown **April 12, 2000**

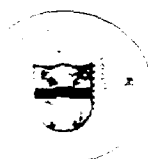
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **3**

State of Delaware

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 AMENDMENT OF "NGC CORPORATION", CHANGING ITS NAME FROM "NGC CORPORATION" TO "DYNEGY INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 1998, AT 1:15 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2624289 8100

981260936

AUTHENTICATION: 9179685
DATE: 07-06-98

TRADEMARK
REEL: 002066 FRAME: 0981

**CERTIFICATE OF AMENDMENT
TO
THE RESTATED CERTIFICATE OF INCORPORATION
OF
NGC CORPORATION**

NGC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY

FIRST: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring the following amendment of the Restated Certificate of Incorporation of the Corporation to be advisable and recommending the adoption of such amendment by the stockholders of the Corporation

SECOND: That in lieu of a meeting and vote of the stockholders of the Corporation, the requisite stockholder approval was obtained by written consent to the following amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law ("DGCL") and prompt notice of taking of corporate action without a meeting has been duly given in accordance with Section 228(d) of the DGCL.

THIRD: The Restated Certificate of Incorporation of the Corporation is amended by deleting article First in its entirety and replacing it with a new article First which reads as follows:

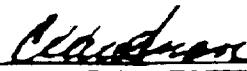
"FIRST The name of the corporation is 'Dynegey Inc.' (the 'Corporation')"

FOURTH That the amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL

FIFTH: This Certificate of Amendment shall become effective at 5:00 p.m., Eastern Standard Time, on July 6, 1998.

IN WITNESS WHEREOF, NGC Corporation has caused this certificate to be signed by C. L. Watson, its Chairman of the Board and Chief Executive Officer, this 6th day of July, 1998.

NGC CORPORATION

By: 
C. L. Watson
Chairman of the Board and
Chief Executive Officer

Vinson & Elkins

ATTORNEYS AT LAW

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Web: www.velaw.com

April 12, 2000

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Assignment of Dynegy family of marks
Our Files: DYN138/5-1; 5-3; 5-4; 5-5; 5-6; 5-7

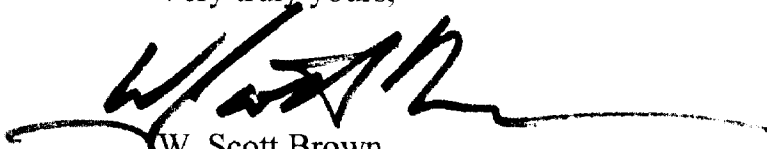
Dear Sir:

Enclosed for filing in the Patent and Trademark Office is the *Recordation Form Cover Sheet* and attached *Assignment* of the above-referenced marks. Also enclosed is our check in the amount of \$165.00.

Please acknowledge receipt of the enclosed documents by date stamping the enclosed postcard and returning it to this office.

If additional fees are required, please charge Deposit Account No. 22-0365.

Very truly yours,



W. Scott Brown

0803:4494

Enclosures

cc: Mr. Mark Pyle (w/encls.)
Lisa Q. Metts, Esq. (w/encls.)

Houston 186673.1