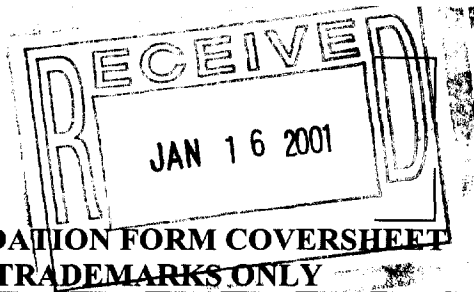


01-25-2001



101593636



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**NOTIFICATION FORM COVERSHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)

Correction of PTO Error  
 Reel #  Frame #

Corrective Document  
 Reel #  Frame #

**Conveyance Type**

- Assignment
- Security Agreement
- License
- Nunc Pro Tunc Assignment

Merger  
 Change of Name

Other  Conversion

Effective Date  
 Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Name

Execution Date  
 Month Day Year

- Formerly
- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other

Citizenship/State of Incorporation/Organization

**FOR OFFICE USE ONLY**

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0227), Washington, D.C. 20503. See OMB Information Collection Budget Package 0551-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
 Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01/24/2001 GTON11 00000119 2180470

01 FC:481 40.00 OP  
 02 FC:482 275.00 OP

**TRADEMARK**  
**REEL: 002219 FRAME: 0210**

TRADEMARK

**Domestic Representative Name and Address**

Enter for the first Receiving Party only

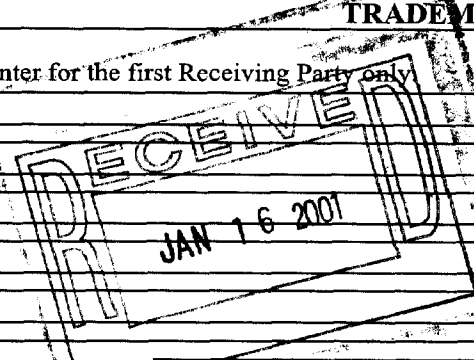
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone No.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments

#

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2180470"/>	<input type="text" value="1997762"/>	<input type="text" value="1999515"/>
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**Number of Properties**

Enter the total number of properties involved:

#

**Fee Amount**

Fee amount of properties listed (37 CFR 3.41):

**Method of Payment:**

Enclosed

Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

**Deposit Account Number:**

#

**Authorization to charge additional fees:**

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Daniele E. Bourgeois

*Daniele E Bourgeois*

January 12, 2001

**Name of Person Signing**

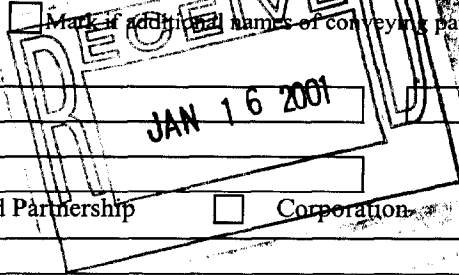
**Signature**

**Date**

**RECORDATION FORM COVER SHEET**  
**CONTINUATION**  
**TRADEMARKS ONLY**

**Conveying Party**

Enter Additional Conveying Party



Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual     General Partnership     Limited Partnership     Corporation     Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual     General Partnership

Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation     Association

Other

Citizenship/State of Incorporation/Organization

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

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**Registration Number(s)**

2168385	2173706	2168378
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State of Delaware  
Office of the Secretary of State

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PAGE 1

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 "SOUTHERN ENERGY RESOURCES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTHERN ENERGY RESOURCES, INC." TO "SOUTHERN ENERGY RESOURCES LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Secretary of State

0919373 8100V

AUTHENTICATION: 0891633

001653890

DATE: 01-03-01

TRADEMARK  
REEL: 002219 FRAME: 0213

**CERTIFICATE OF CONVERSION**

**OF**

**SOUTHERN ENERGY RESOURCES, INC.**

I, Elizabeth B. Chandler, do hereby certify that I am the Vice President and Secretary of Southern Energy Resources, Inc., a Delaware corporation (the "Corporation"), and that, as such, I am authorized to execute this Certificate on behalf of the Corporation, and further certify that:

1. The name of the Corporation is Southern Energy Resources, Inc. The Corporation was originally incorporated in Delaware on July 29, 1981, as "Southern Electric International, Inc."


2. The Corporation shall be converted into a limited liability company named "Southern Energy Resources LLC."

3. The conversion of the Corporation shall be effective at 12:01 a.m. on January 1, 2001.

4. The conversion of the Corporation has been approved in accordance with Section 266 of the General Corporation Law of Delaware.

IN WITNESS HEREOF, the undersigned has executed this Certificate this 21<sup>st</sup> day of December, 2000.

**SOUTHERN ENERGY RESOURCES, INC.**

By:   
Elizabeth B. Chandler  
Vice President and Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/27/2000  
001653890 - 0919373

State of Delaware  
Office of the Secretary of State

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PAGE 2

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 FORMATION OF "SOUTHERN ENERGY RESOURCES LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Secretary of State

0919373 8100V

AUTHENTICATION: 0891633

001653890

DATE: 01-03-01

REEL: 002219 FRAME: 0215

**CERTIFICATE OF FORMATION**  
**FOR**  
**SOUTHERN ENERGY RESOURCES LLC**  
**A LIMITED LIABILITY COMPANY**

I.

The name of the limited liability company is Southern Energy Resources LLC.

II.

The address of the registered office of the limited liability company shall be 2711 Centerville Road, Wilmington, New Castle County, Delaware 19808, and the registered agent at that address shall be Corporation Service Company.

III.

The effective time and date of the formation of the limited liability company shall be at 12:01 a.m. on January 1, 2001.

IV.

A member, a manager, an agent, or an employee of the limited liability company is not personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of the limited liability company.

Dated: December 21, 2000

Signed by:

  
Elizabeth B. Chandler, Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/27/2000  
001653890 - 0919373