

07-11-2002



FORM PTO-1595 (Rev. 3/01) OMD NO. 0651-0011 exp. 5/31/2002

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

102152170

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

1. Name of conveying party(ies): Enron Wind Systems, LLC f/k/a Zond Systems, Inc. 07/08/02 Additional name(s) of conveying party(ies) attached? [X] No [] Yes

2. Name and address of receiving party(ies): Name: General Electric Company Internal Address:

3. Nature of Conveyance [X] Assignment [] Merger [] Security Agreement [] Change of Name

Street Address: 1 River Road City: Schenectady State/Province: CA Zip: 12345 Country: U.S.

Execution Date: May 10, 2002

Additional name(s) & address(es) attached? [X] Yes [] No

4. Application Number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s)

B. Patent No.(s) 6,265,785; 5,422,826; 5,278,773 Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Thomas S. Ferrill, Esq. Name: Blakely, Sokoloff, Taylor & Zafman LLP Internal Address: Street Address: 12400 Wilshire Boulevard, 7th Floor City: Los Angeles State: California Zip: 90025

6. Total number of applications and patents involved: 3 7. Total Fee (37 CFR 3.41).....\$120.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit Account Number: 02-2666 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and believe, the foregoing is true and correct and any attached copy is a true copy of the original document

Thomas S. Ferrill, Reg. No. 42,532 Name of Person Signing Signature Date 7-2-2002

Total number of pages including cover sheet, attachments, and document: 20

Mail documents to be recorded with required cover sheet information to: Assistant Commissioner of Patents, Box Assignments Washington, D.C. 20231

Atty Docket No. 02949.P014; 02949.P015; 02949.P016

OFFICE OF PUBLIC RECORDS 2002 JUL -8 AM 8:28 FINANCE SECTION

07/10/2002 DDYRME 00000128 6265785 01 FC:581 120.00 OP

PATENT REEL: 013056 FRAME: 0572

ASSIGNMENT

This Assignment is made and entered into according to the execution date below, by and between, Enron Wind Systems, LLC f/k/a Zond Systems, Inc., a California limited liability company ("Assignor"), having a principal place of business at 13681 Chantico Road, Tehachapi, CA 93561, and General Electric Company, a New York corporation ("Assignee"), having a principal place of business at 1 River Road, Schenectady, NY 12345, its successors, assigns and legal representatives.

WHEREAS, Assignor and Assignee are parties to that certain Amended and Restated Purchase and Sale Agreement dated April 10, 2002, (the "Purchase and Sale Agreement"), pursuant to which Assignee agreed to purchase the Wind Turbine Business (as defined therein) from Assignor,

WHEREAS, Assignor is the owner of certain patent(s) and/or patent application(s) set forth in APPENDIX A (the "Patents"), and

WHEREAS, Assignee desires to purchase all of Assignor's right, title and interest in and to the Patents; and

WHEREAS, the execution and delivery of this Agreement is a condition to Closing (as defined in the Purchase and Sale Agreement).

NOW THEREFORE, for the consideration stated in the Purchase and Sale Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee all of Assignor's entire right, title and interest in and to the Patents set forth in APPENDIX A,

and all divisions, continuations, continuations-in-part, continuing practice applications and renewals thereof, and all reissues, extensions thereof, and all proceeds therefor (including but not limited to, all license royalties and proceeds of infringement suits), and all United States and foreign Letters Patents which may be granted on the applications or any corresponding applications in a country foreign to the United States (including the right to apply for Letters Patent in foreign countries in its own name and to claim any priority rights for such foreign applications to which such applications are entitled under international conventions, treaties, or otherwise),

and in any and all causes of action for past, present, and future infringement of any of the Letters Patents, or relating to any inventions or discoveries described therein, including the right to collect royalties for all such infringements and the right to sue on all such causes of action for their own use and benefit and the use and benefit of their successors, assigns and legal representatives,

and do hereby authorize and request any official whose duty it is to issue Letters Patents, to issue any and all Letters Patents which may be granted upon any of the said applications, to said Assignee, or its successors or assigns,

each and every of the foregoing rights, titles and interests herein assigned to be held and enjoyed by Assignee, its successors, assigns and legal representatives, as exclusively, fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

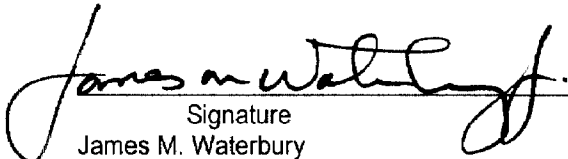
2. Assignor hereby covenants that Assignor shall, at the cost and expense of Assignee, use commercially reasonable efforts to take all actions and execute all documents necessary to perfect the interest of Assignee in and to the Patents.

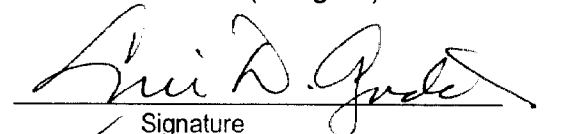
IN TESTIMONY WHEREOF, Assignor has caused this Assignment to be duly executed in its name, and behalf by affixing its hand and seal thereto by its designated officer, director, or agent, whose name and title appear below.

Executed this 10th day of May, 2002.

GENERAL ELECTRIC COMPANY
(Assignee)


ENRON WIND SYSTEMS, LLC
f/k/a ZOND SYSTEMS, INC.
(Assignor)


Signature
James M. Waterbury
Attorney-in-Fact


Signature
Name: ERIC D GADD
Title: VICE PRESIDENT

STATE OF GEORGIA)
 ss):
COUNTY OF Gwinnett)

This 10 day of May, 2002, before me personally came the above-named, James M. Waterbury, to me personally known as the individual who executed the foregoing assignment, who acknowledged to me that he executed the same of his own free will for the purposes therein set forth.




Notary Public

My Commission Expires: _____

**Notary Public, Gwinnett County, Georgia
My Commission Expires July 1, 2002**

STATE OF GEORGIA)
 ss):
COUNTY OF Gwinnett)

This 10 day of May, 2002, before me personally came the above-named, Eric D. Gadd to me personally known as the individual who executed the foregoing assignment, who acknowledged to me that he executed the same of his own free will for the purposes therein set forth.



Notary Public

My Commission Expires: _____

**Notary Public, Gwinnett County, Georgia
My Commission Expires July 1, 2002**

APPENDIX A

Patent No.	Ctry.	Issued	Title	Atty. Dkt. No.
6,265,785	U.S.	07/24/2001	Non-Volatile Over Speed Control System For Wind Turbines	02949.P014
5,422,826	U.S.	06/06/1995	Microcontroller Based Control System For Use In A Wind Turbine	02949.P015
5,278,773	U.S.	01/11/1994	Control Systems For Controlling A Wind Turbine	02949.P016

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 13 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 26 2002



Bill Jones

Secretary of State

1008214

FILED

In the Office of the Secretary of State
of the State of California

OCT 31 1980

MARCH FONG EL. Secretary of State

By Kathleen P. Johnson
Deputy

ARTICLES OF INCORPORATION
OF
ZOND SYSTEMS, INC.

I

The name of this corporation is ZOND SYSTEMS, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:
JAMES G. P. DEHLSSEN, 1374 Faraday, Santa Ynez, California 93460.

IV

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 2,000,000.

DATED: October 27, 1980

Eric R. Van de Water
Eric R. Van de Water

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Eric R. Van de Water
Eric R. Van de Water

1008214

A269170

CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZOND SYSTEMS, INC.

FILED
In the office of the Secretary of State
of the State of California
AUG 12 1983
MARCH FONG EU, Secretary of State
By Bill Hoen
Deputy

The undersigned, JAMES G. P. DEHLSSEN and CRAIG A. ANDERSON,
do hereby certify that:

1. They are the duly elected and acting President and
Secretary, respectively, of ZOND SYSTEMS, INC., a California cor-
poration.

2. The Articles of Incorporation of said Corporation are
hereby amended and restated to read in their entirety as follows:

I.

The name of the Corporation is ZOND SYSTEMS,
INC.

II.

The purpose of this Corporation is to engage
in any lawful act or activity for which a corpora-
tion may be organized under the General Corporation
Law of California other than the banking business,
the trust company business or the practice of a
profession permitted to be incorporated by the
California Corporations Code.

III.

The Corporation is authorized to issue two
classes of shares to be designated respectively
common and preferred. The number of common shares
authorized is sixty million (60,000,000). The
number of preferred shares authorized is sixty
million (60,000,000). The preferred shares may
be issued in one or more series. The Board of
Directors is authorized to fix the number of any

Z-CORP.#2/C-AR-AR

such series of preferred shares and to determine the designation of any such series. The Board of Directors is further authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of preferred shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

IV.

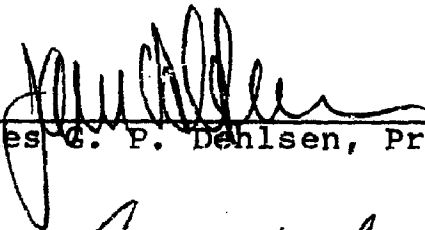
One of the purposes of this amendment and restatement of the Corporation's Articles of Incorporation is to effectuate a five (5) for one (1) (5:1) stock split of the issued and outstanding shares of the Corporation. The Corporation presently has one million two hundred fifty-five thousand seven hundred fifty (1,255,750) shares issued and outstanding. Upon the amendment of these Articles hereby, each outstanding share of the common stock of the Corporation (including any fractional shares, proportionately) shall be split into five (5) shares of such common stock. After the stock split, the Corporation shall have six million two hundred seventy-eight thousand seven hundred fifty (6,278,750) shares of common stock issued and outstanding.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly adopted by the Board of Directors of the Corporation.

4. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code of California. The total number of outstanding shares of the Corporation entitled to vote with respect to the foregoing Amendment and Restatement was one million two hundred fifty-five

thousand seven hundred fifty (1,255,750) shares. The number of shares voting in favor of the Amendment equalled or exceeded the vote required, the percentage vote required being a percentage greater than fifty percent.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 27TH day of JULY, 1983.



James G. P. Dehlsen, President


Craig A. Anderson, Secretary

VERIFICATION

The undersigned, JAMES G. P. DEHLSSEN and CRAIG A. ANDERSON, the President and Secretary, respectively, of ZOND SYSTEMS, INC., each declares under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment and Restatement of Articles of Incorporation, are true and correct of his knowledge.

EXECUTED at Solvang, California, on this 27TH day of JULY, 1983.


James G. P. Dehlsen


Craig A. Anderson

FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
ZOND SYSTEMS, INC.,
A CALIFORNIA CORPORATION

JUL 30 1991
March Fong Eu
MARCH FONG EU, Secretary of State

Kenneth C. Karas and Loretta J. Haynes hereby
certify that:

1. They are the President and Assistant
Secretary, respectively, of Zond Systems, Inc., a California
corporation (the "Corporation").

2. The Articles of Incorporation of the
Corporation shall be amended to include the following
Article V after Article IV:

V.

(a) The liability of the directors of
this Corporation for monetary damages
shall be eliminated to the fullest extent
permissible under California law.

(b) The Corporation is authorized to
provide indemnification of agents (as
defined in Section 317 of the California
Corporations Code) through bylaw
provisions, agreements with the agents,
vote of shareholders or disinterested
directors, or otherwise, in excess of the
indemnification otherwise permitted by
Section 317 of the California
Corporations Code, subject only to the
limits set forth in Section 204 of the
California Corporations Code with respect
to actions for breach of duty to the
corporation or its shareholders. The
Corporation is further authorized to
provide insurance for agents as set forth
in Section 317 of the California
Corporations Code, provided that, in
cases where the corporation owns all or a
portion of the shares of the company

issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

(c) Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

3. The foregoing Amendment to the Articles of the Corporation has been duly approved by the Board of Directors of the Corporation by unanimous written consent in accordance with Section 902 of the California Corporations Code.

4. The foregoing Amendment to the Articles of the Corporation has been duly approved by the sole shareholder of the Corporation by unanimous written consent in accordance with Section 902 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set

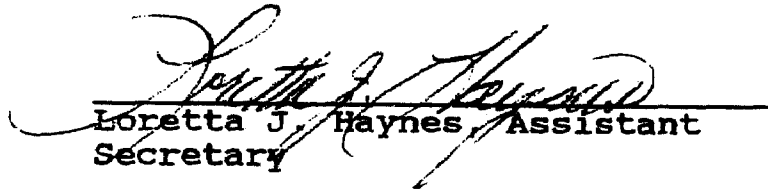
forth in the foregoing Certificate are true and correct of
our own knowledge.

Executed at Tehachapi, California on

July 1, 1991.



Kenneth C. Karas, President



Loretta J. Haynes, Assistant
Secretary

#10 0 8214
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ZOND SYSTEMS, INC.

A0502968
FILED *JK*
In the office of the Secretary of State
of the State of California

JAN 16 1998

Bill Jones
BILL JONES, Secretary of State

We, Kenneth C. Karas and Adam S. Umanoff, of Zond Systems, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify that:

1. They are the president and the secretary, respectively, of Zond Systems, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of the corporation is Enron Wind Systems, Inc."
3. The foregoing amendment of the articles of incorporation of this corporation has been duly approved by the board of directors.
4. The foregoing amendment of the articles of incorporation of this corporation has been duly approved by the requisite vote of shareholders. The total number of outstanding shares of the corporation is 6,671,038. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.
5. This certificate shall become effective as of the date of filing in the Office of the Secretary of the State of California.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of their own knowledge.

Dated: January 12, 1998


Kenneth C. Karas, President


Adam S. Umanoff, Secretary



1008214 OUT
State of California
Bill Jones
Secretary of State

FILED
In the Office of the Secretary of State
of the State of California

APR 19 2002 *PLS*

Bill Jones
BILL JONES, Secretary of State

**OTHER BUSINESS ENTITY
CERTIFICATE OF MERGER**

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 8019.1 and 12540.1)

Filing Fee – Please see instructions.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: EREC Subsidiary I, LLC	2. Type of entity: LLC	3. Secretary of State File Number: 200205110024	4. Jurisdiction: California
5. Name of disappearing entity: Enron Wind Systems, Inc.	6. Type of entity: Corporation	7. Secretary of State File Number: 1008214	8. Jurisdiction: California

9. Future effective date, if any: _____ Month _____ Day _____ Year
N/A

10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:

Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
Sole Member	100	6,671,038 shares of Common Stock issued.	100

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

12. If equity securities of a parent party are to be issued in the merger:
[X] No vote of the shareholders of the parent party was required. [] The required vote of the shareholders of the parent party was obtained.

SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.

13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.

SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.

14. Principal business address of the surviving other business entity:
Address: 444 South Flower Street, Suite 4545
City: Los Angeles State: CA Zip: 90071-2946

15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger:

17. Number of pages attached, if any: 2

18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

_____ Signature of Authorized Person for the Surviving Entity	_____ Date	SEE ATTACHED _____ Type or Print Name and Title of Person Signing	_____ Date
_____ Signature of Authorized Person for the Surviving Entity	_____ Date	_____ Type or Print Name and Title of Person Signing	_____ Date
_____ Signature of Authorized Person for the Disappearing Entity	_____ Date	SEE ATTACHED _____ Type or Print Name and Title of Person Signing	_____ Date
_____ Signature of Authorized Person for the Disappearing Entity	_____ Date	SEE ATTACHED _____ Type or Print Name and Title of Person Signing	_____ Date

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.

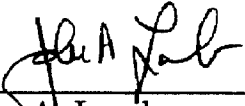
**ATTACHMENT TO
CERTIFICATE OF MERGER OF
ENRON WIND SYSTEMS, INC. WITH AND INTO
EREC SUBSIDIARY I, LLC**

13. Upon the effective time of the merger, Paragraph 1. to the Articles of Organization of the surviving entity shall be amended to read in its entirety:

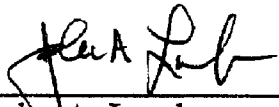
“1. The name of the limited liability company is: Enron Wind Systems, LLC”

DISAPPEARING ENTITY:

ENRON WIND SYSTEMS, INC.

By: 

John A. Lamb,
Vice President

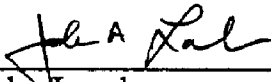
By: 

John A. Lamb,
Assistant Secretary

SURVIVING ENTITY:

EREC SUBSIDIARY I, LLC

By: Enron Renewable Energy Corp.,
its sole member

By: 

John Lamb,
Assistant Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P. O. BOX 1488
SACRAMENTO, CA 95812-1488

TAX CLEARANCE CERTIFICATE

APRIL 9, 2002

EXPIRATION DATE: JULY 15, 2002

WEIL, GOTSHAL & MANGES LLP
ATTN: SUSZIN I. METZ
201 REDWOOD SHORES PARKWAY
REDWOOD SHORES, CA 94065-1175

ISSUED TO: ENRON WIND SYSTEMS, INC
ENTITY ID: 1008214

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

You can also call them at (916) 657-5448 or access their website at www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711