

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5451741

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	01/02/2019	
CONVEYING PARTY DATA		
Name		Execution Date
DEMAND ENERGY NETWORKS, INC.		12/26/2018
RECEIVING PARTY DATA		
Name:	ENEL X NORTH AMERICA, INC.	
Street Address:	ONE MARINA PARK DRIVE	
Internal Address:	SUITE 400	
City:	BOSTON	
State/Country:	MASSACHUSETTS	
Postal Code:	02210	
PROPERTY NUMBERS Total: 15		
Property Type	Number	
Patent Number:	10140585	
Application Number:	15414543	
Application Number:	16154124	
Application Number:	15414551	
Application Number:	15414552	
Application Number:	16235372	
Application Number:	16235399	
Application Number:	15498297	
Application Number:	15474729	
Application Number:	15474743	
Application Number:	16235860	
Application Number:	16203339	
Application Number:	16235868	
Application Number:	16236055	
PCT Number:	US2017024948	
CORRESPONDENCE DATA		
Fax Number:	(801)578-6999	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>		
PATENT		

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 801-328-3131
Email: tonya.tetzl@stoel.com
Correspondent Name: R. WHITNEY JOHNSON
Address Line 1: STOEL RIVES LLP
Address Line 2: 201 SOUTH MAIN STREET, SUITE 1100
Address Line 4: SALT LAKE CITY, UTAH 84121

ATTORNEY DOCKET NUMBER:	80734/5
--------------------------------	---------

NAME OF SUBMITTER:	R. WHITNEY JOHNSON
---------------------------	--------------------

SIGNATURE:	/R. Whitney Johnson/
-------------------	----------------------

DATE SIGNED:	04/01/2019
---------------------	------------

Total Attachments: 9

source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page1.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page2.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page3.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page4.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page5.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page6.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page7.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page8.tif
source=80734-5_ENEL X NORTH AMERICA INC - DE -WA MERGER#page9.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"DEMAND ENERGY NETWORKS, INC.", A WASHINGTON CORPORATION, WITH AND INTO "ENEL X NORTH AMERICA, INC." UNDER THE NAME OF "ENEL X NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2018, AT 1:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE SECOND DAY OF JANUARY, A.D. 2019 AT 12:01 O'CLOCK A.M.

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



3666677 8100M
SR# 20188354066

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204187546
Date: 12-27-18

PATENT
REEL: 048758 FRAME: 0646

AGREEMENT AND PLAN OF MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 12/26/2018
FILED 01:36 PM 12/26/2018
SR 20188354066 - File Number 3666677

OF

ENEL X NORTH AMERICA, INC.

AND

DEMAND ENERGY NETWORKS, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated December 26, 2018, is by and between Enel X North America, Inc. a Delaware corporation (herein referred to as "Enel X NA" or the "Surviving Corporation"), and Demand Energy Networks, Inc., a Washington corporation (hereinafter referred to as "DEN" or the "Merging Corporation").

RECITALS

- A. Enel X NA is a corporation duly organized and validly existing under the laws of the State of Delaware.
- B. DEN is a corporation duly organized and validly existing under the laws of the State of Washington and is a wholly owned subsidiary of Enel X NA.
- C. NYC Storage (353 Chester) SPE LLC ("NYC Storage") is a limited liability company duly organized and validly existing under the laws of the State of Delaware and is a wholly owned subsidiary of DEN.
- D. The Board of Directors of each of Enel X NA and DEN each deem it desirable and in the best interest of their respective corporations and shareholders that DEN be merged into Enel X NA on the following terms and conditions.

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions set forth herein, the parties covenant and agree as follows:

1. **Merger.** DEN shall be merged into Enel X NA pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 23B.11.070 of the Revised Code of Washington (the "RCW") (the "Merger"). Enel X NA shall be the surviving corporation of the Merger.
2. **Effective Date and Time.** The effective date and time of the Merger shall be January 2, 2019 at 12:01 AM Eastern Standard Time.
3. **Effect of Merger.** Upon the effective date of the Merger:

3.1 The separate existence of DEN shall cease, and Enel X NA shall thereupon possess all the rights, privileges, immunities, and franchises of DEN. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to or due to, DEN shall be taken and deemed to be transferred to and vested in Enel X NA without further act or deed, and the title to any real estate, or any interest therein, shall not revert or be in any way impaired by reason of the Merger.

3.2 Enel X NA shall assume, be responsible and be liable for all liabilities and obligations of DEN, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if the Merger had not taken place, and Enel X NA may be substituted in DEN's place as its successor.

4. **Name; Registered Office; Registered Agent.** The name of the Surviving Corporation shall remain Enel X North America, Inc. following the Merger. The purpose, principal place of business, registered office and registered agent, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Certificate of Incorporation of the Surviving Corporation as of the effective date of the Merger.

5. **Bylaws.** The Bylaws of the Surviving Corporation as of the effective date of the Merger shall be the Bylaws of the Surviving Corporation.

6. **Shares.**

6.1 All of the outstanding and issued shares of DEN as of the effective date of the Merger shall be cancelled, and no new shares of Enel X NA shall be issued in consideration of such cancellation. After the effective date of the Merger, holders of certificates of shares in DEN shall surrender them to Enel X NA, or its duly appointed agent, in such manner as Enel X NA shall legally require. Upon receipt of such certificates, Enel X NA shall cancel the same and duly note the cancellation in the stock ledger of DEN.

6.2 All of the outstanding and issued shares of Enel X NA as of the effective date of the Merger shall remain outstanding and issued to the holder thereof as of immediately prior to the Merger.

6.3 All of the outstanding and issued shares of NYC Storage as of the effective date of the Merger shall be reissued to Enel X NA on a share for share basis following the Merger.

7. **Filing.** This Plan of Merger shall be filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Washington as required by the laws of each such jurisdiction.

8. **Approval.** This Plan of Merger has been approved by the Board of Directors and the sole stockholder of Enel X NA as required pursuant to Section 251(c) of the DGCL and the Board of Directors and the sole stockholder of DEN as required pursuant to RCW 23B.11.030.

9. **Abandonment.** The Board of Directors of either company may, in its discretion, abandon the Merger without further action or approval by the shareholders of either company, at any time before the effective date of the Merger.

10. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

11. **Governing Law.** This Plan of Merger shall be construed in accordance with the laws of the State of Delaware and the State of Washington.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on this 26th day of December, 2018.

ENEL X NORTH AMERICA, INC.

By: 

Name: Michael I. Storch

Title: President and Chief Executive Officer

DEMAND ENERGY NETWORKS, INC.

By: 

Name: Michael I. Storch

Title: President and Chief Executive Officer

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

ENEL X NORTH AMERICA, INC.

UBI: NOT QUALIFIED IN WASHINGTON

Effective Date: 01/02/2019

Filing Date: 12/27/2018

Merging Entities:

603 397 618

DEMAND ENERGY NETWORKS INC., WA PROFIT CORPORATION



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 12/27/2018

PATENT

REEL: 048758 FRAME: 0650

ARTICLES OF MERGER
OF
ENEL X NORTH AMERICA, INC.
AND
DEMAND ENERGY NETWORKS, INC.

To the Secretary of State
State of Washington

Pursuant to the provisions of RCW 23B.11.070, the following Articles of Merger are executed for the purpose of merging Demand Energy Networks, Inc., a Washington corporation ("DEN") and wholly owned subsidiary of Enel X NA (as defined below), with and into Enel X North America, Inc., a Delaware corporation ("Enel X NA").

1. The Plan of Merger for merging DEN with and into Enel X NA as approved by the Board of Directors of each of DEN and Enel X NA is attached hereto as Exhibit A.
2. The Plan of Merger has been approved by the sole stockholder of each of DEN and Enel X NA.
3. The effective date and time of this filing and the merger herein provided for shall be 12:01 a.m. Eastern Standard Time on January 2, 2019.

Dated this 26th day of December, 2018.

DEMAND ENERGY NETWORKS, INC.

By: 

Name: Michael I. Storch

Title: President and Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

OF

ENEL X NORTH AMERICA, INC.

AND

DEMAND ENERGY NETWORKS, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated December 26, 2018, is by and between Enel X North America, Inc. a Delaware corporation (herein referred to as "Enel X NA" or the "Surviving Corporation"), and Demand Energy Networks, Inc., a Washington corporation (hereinafter referred to as "DEN" or the "Merging Corporation").

RECITALS

- A. Enel X NA is a corporation duly organized and validly existing under the laws of the State of Delaware.
- B. DEN is a corporation duly organized and validly existing under the laws of the State of Washington and is a wholly owned subsidiary of Enel X NA.
- C. NYC Storage (353 Chester) SPE LLC ("NYC Storage") is a limited liability company duly organized and validly existing under the laws of the State of Delaware and is a wholly owned subsidiary of DEN.
- D. The Board of Directors of each of Enel X NA and DEN each deem it desirable and in the best interest of their respective corporations and shareholders that DEN be merged into Enel X NA on the following terms and conditions.

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions set forth herein, the parties covenant and agree as follows:

- 1. **Merger.** DEN shall be merged into Enel X NA pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 23B.11.070 of the Revised Code of Washington (the "RCW") (the "Merger"). Enel X NA shall be the surviving corporation of the Merger.
- 2. **Effective Date and Time.** The effective date and time of the Merger shall be January 2, 2019 at 12:01 AM Eastern Standard Time.
- 3. **Effect of Merger.** Upon the effective date of the Merger:

3.1 The separate existence of DEN shall cease, and Enel X NA shall thereupon possess all the rights, privileges, immunities, and franchises of DEN. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to or due to, DEN shall be taken and deemed to be transferred to and vested in Enel X NA without further act or deed, and the title to any real estate, or any interest therein, shall not revert or be in any way impaired by reason of the Merger.

3.2 Enel X NA shall assume, be responsible and be liable for all liabilities and obligations of DEN, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if the Merger had not taken place, and Enel X NA may be substituted in DEN's place as its successor.

4. **Name; Registered Office; Registered Agent.** The name of the Surviving Corporation shall remain Enel X North America, Inc. following the Merger. The purpose, principal place of business, registered office and registered agent, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Certificate of Incorporation of the Surviving Corporation as of the effective date of the Merger.

5. **Bylaws.** The Bylaws of the Surviving Corporation as of the effective date of the Merger shall be the Bylaws of the Surviving Corporation.

6. **Shares.**

6.1 All of the outstanding and issued shares of DEN as of the effective date of the Merger shall be cancelled, and no new shares of Enel X NA shall be issued in consideration of such cancellation. After the effective date of the Merger, holders of certificates of shares in DEN shall surrender them to Enel X NA, or its duly appointed agent, in such manner as Enel X NA shall legally require. Upon receipt of such certificates, Enel X NA shall cancel the same and duly note the cancellation in the stock ledger of DEN.

6.2 All of the outstanding and issued shares of Enel X NA as of the effective date of the Merger shall remain outstanding and issued to the holder thereof as of immediately prior to the Merger.

6.3 All of the outstanding and issued shares of NYC Storage as of the effective date of the Merger shall be reissued to Enel X NA on a share for share basis following the Merger.

7. **Filing.** This Plan of Merger shall be filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Washington as required by the laws of each such jurisdiction.

8. **Approval.** This Plan of Merger has been approved by the Board of Directors and the sole stockholder of Enel X NA as required pursuant to Section 251(c) of the DGCL and the Board of Directors and the sole stockholder of DEN as required pursuant to RCW 23B.11.030.

9. **Abandonment.** The Board of Directors of either company may, in its discretion, abandon the Merger without further action or approval by the shareholders of either company, at any time before the effective date of the Merger.

10. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.


11. **Governing Law.** This Plan of Merger shall be construed in accordance with the laws of the State of Delaware and the State of Washington.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on this 26th day of December, 2018.

ENEL X NORTH AMERICA, INC.

By: 
Name: Michael L. Storch
Title: President and Chief Executive Officer

DEMAND ENERGY NETWORKS, INC.

By: 
Name: Michael L. Storch
Title: President and Chief Executive Officer