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SECRETARY OF STATE  
 10-11-2004 17:41:03

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### Statement of Merger

filed pursuant to §7-90-301, et seq. and §7-90-203 Colorado Revised Statutes (C.R.S.)

1. Entity name or true name of each merging entity:

Form of entity:

Jurisdiction under which the entity was formed:

ID number (if applicable):

Principal office street address:

Principal office mailing address: (if different from above)

Entity name or true name:

Form of entity:

Jurisdiction under which the entity was formed:

ID number (if applicable):

Principal office street address:

Evergreen Well Service Company  
*(Enter name exactly as it appears in the records of the secretary of state if applicable)*  
 Corporation

Colorado

19991088137

1401 17th Street, Suite 1200  
*(Street name and number)*

Denver CO 80202  
*(City) (State) (Postal/Zip Code)*

*(Province - if applicable) (Country - if not US)*

*(Street name and number or Post Office Box information)*

*(City) (State) (Postal/Zip Code)*

*(Province - if applicable) (Country - if not US)*

Evergreen Operating Corporation  
*(Enter name exactly as it appears in the records of the secretary of state if applicable)*  
 Corporation

Colorado

19871501529

1401 17th Street, Suite 1200  
*(Street name and number)*

Principal office mailing address:  
(if different from above)

Denver CO 80202  
(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

Entity name or true name:

Primerio Gas Marketing Company  
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity:

Corporation

Jurisdiction under which the entity was formed:

Colorado

ID number (if applicable):

19991068136

Principal office street address:

1401 17th Street, Suite 1200  
(Street name and number)

Principal office mailing address:  
(if different from above)

Denver CO 80202  
(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

(If there are more than three merging entities, mark this box  and include an attachment stating the entity name, ID number, and the principal office address of each additional merging entity.)

2. Entity name of the surviving entity:

Form of entity:

Pioneer Natural Resources USA, Inc.  
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Corporation

Jurisdiction under which the entity was formed:

Delaware

ID number (if applicable):

Principal office street address:

5205 N. O'Connor Blvd., Suite 900  
(Street name and number)

Irving TX 75039  
(City) (State) (Postal/Zip Code)

Principal office mailing address:  
(if different from above)

(Province - if applicable) (Country - if not US)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

3. New entity name of surviving entity:

4. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark: stated in this document, make the applicable selection):

- "bank" or "trust" or any derivative thereof
- "credit union"  "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

5. The merging entities are merged into the surviving entity pursuant to this section.

6. If the entity's period of duration as amended is perpetual, mark this box:

OR

If the entity's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

7. If one or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state, mark this box  and state below the document number of each such filed document.

Document number: \_\_\_\_\_

Document number: \_\_\_\_\_

(If more than two trademarks, mark this box  and include an attachment stating the additional document numbers.)

8. Other amendments, if any, are attached.

9. Additional information may be included. If applicable, mark this box  and include an attachment stating the additional information.

10. (Optional) Delayed effective date: \_\_\_\_\_  
(mm/dd/yyyy)

Notice:

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11. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Dealy	Richard	P.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
5205 N. O'Connor Blvd., Suite 900			
<i>(Street name and number or Post Office Box Information)</i>			
<hr/>			
Irving	TX	75039	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
<hr/>		<hr/>	
<i>(Province - if applicable)</i>		<i>(Country - if not US)</i>	

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

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**Attachment**

1. (continued)

Entity name or true name: Evergreen Supply and Distribution Company  
Form of entity: Corporation  
Jurisdiction under which the entity was formed: Colorado  
ID number (if applicable): 20011032001  
Principal office street address: 1401 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202

Entity name or true name: Powerbridge, Inc.  
Form of entity: Corporation  
Jurisdiction under which the entity was formed: Colorado  
ID number (if applicable): 20001132923  
Principal office street address: 1401 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202

Entity name or true name: \_\_\_\_\_  
Form of entity: \_\_\_\_\_  
Jurisdiction under which the entity was formed: \_\_\_\_\_  
ID number (if applicable): \_\_\_\_\_  
Principal office street address: \_\_\_\_\_