

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------|----------|----------------|-----------------------|
| Reel Neat Systems, Incorporated | | 05/29/2009 | CORPORATION: OKLAHOMA |

RECEIVING PARTY DATA

| | |
|-----------------|----------------------------|
| Name: | Tulsa Power Holdings Corp. |
| Street Address: | 485 West Putnam Avenue |
| City: | Greenwich |
| State/Country: | CONNECTICUT |
| Postal Code: | 06830 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 1318574 | REEL-O-MATIC |
| Registration Number: | 1449272 | THE REEL DEAL |
| Registration Number: | 1546080 | LONG RUN |
| Registration Number: | 1780771 | AUTOREEL |
| Registration Number: | 1732482 | REEL-O-MATIC |
| Registration Number: | 1855011 | REEL-NEAT |
| Registration Number: | 2096089 | LENGTH-TRAC |
| Registration Number: | 2649762 | AUTOSPOOL |
| Registration Number: | 2638529 | LONG RUN QUALITY REALLY SHOWS IN THE LONG RUN |
| Registration Number: | 2743603 | "THE REEL-MAGIC LIMITED LIFETIME WARRANTY" |
| Registration Number: | 2631639 | LONG RUN |

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900135190

**TRADEMARK
 REEL: 003996 FRAME: 0787**

OP \$290.00 1318574

Phone: 617-951-8144
Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: One Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | REEL-TULSA |
| NAME OF SUBMITTER: | Eileen Sullivan |
| Signature: | /eileen sullivan/ |
| Date: | 06/01/2009 |

Total Attachments: 7
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ASSIGNMENT OF TRADEMARK RIGHTS

THIS ASSIGNMENT OF TRADEMARK RIGHTS (this "Assignment") is made as of this 29th day of May, 2009 by Reel Neat Systems, Incorporated, an Oklahoma corporation ("Assignor"), with a principal place of business at 6408 South Eastern Avenue, Oklahoma City, Oklahoma 73149, in favor of Tulsa Power Holdings Corp., a Delaware corporation, with a principal place of business at 485 West Putnam Avenue, Greenwich, Connecticut 06830 ("Assignee").

WHEREAS, Assignor desires to transfer to Assignee all rights, title and interest in and to the trademark registrations set forth on Exhibit A hereto, and all common law rights created from the use or license of said trademarks by Assignor, its affiliates, and licensees (collectively, the "Rights").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interest in and to the Rights, together with all goodwill of the business in relation to which such Rights are used, including all rights, privileges and advantages thereto including without limitation, the right to take proceedings and recover damages and obtain all other remedies in respect of past infringements thereof. Assignor further agrees to execute any further documents and take any reasonable actions which may be required to transfer and effect a valid recordation of this Assignment.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Assignment of Trademark Rights to be executed as of the date and year first above written.

ASSIGNOR:

REEL NEAT SYSTEMS, INCORPORATED

By: R. Terry Simmons
Name: R. Terry Simmons
Title: President

ASSIGNEE:

TULSA POWER HOLDINGS CORP.

By: _____
Name:
Title:

[Signature Page to Reel Neat Systems, Incorporated Assignment of Trademark Rights]

TRADEMARK
REEL: 003996 FRAME: 0790

IN WITNESS WHEREOF, the undersigned have caused this Assignment of
Trademark Rights to be executed as of the date and year first above written.

ASSIGNOR:

REEL NEAT SYSTEMS, INCORPORATED

By: _____
Name:
Title:

ASSIGNEE:

TULSA POWER HOLDINGS CORP.

By: Michael P. Hompesch
Name: Michael P. Hompesch
Title: Vice President

[Signature Page to Reel Neat Systems, Incorporated Assignment of Trademark Rights]

TRADEMARK
REEL: 003996 FRAME: 0791

Exhibit A

| DESCRIPTION | Filing Date | Appl. No. | Reg. Date | Reg. No. |
|--|--------------------|------------------|------------------|-----------------|
| US TRADEMARK "REEL-O-MATIC" Classes: 037 | 08/21/81 | 73/324,739 | 02/05/85 | 1,318,574 |
| US TRADEMARK "THE REEL DEAL" Classes: 006 | 12/12/86 | 73/635,011 | 07/28/87 | 1,449,272 |
| US TRADEMARK "LONG RUN" Classes: 007 | 04/19/88 | 73/726,244 | 07/04/89 | 1,546,080 |
| US TRADEMARK "AUTOREEL" Classes: 07 | 07/31/90 | 74/083,407 | 07/06/93 | 1,780,771 |
| US TRADEMARK "REEL-O-MATIC" Classes: 007, 008, 009 | 07/31/90 | 74/083,650 | 11/17/92 | 1,732,482 |
| US TRADEMARK "REEL-NEAT" Classes: 007, 008, 009 | 12/12/90 | 74/122,847 | 09/20/94 | 1,855,011 |
| US TRADEMARK "LENGTH-TRAC" Classes: 009 | 06/17/96 | 75/120,276 | 09/09/97 | 2,096,089 |
| US TRADEMARK "AUTOSPOOL" Classes: 007 | 10/23/98 | 75/575,878 | 11/12/02 | 2,649,762 |

| DESCRIPTION | Filing Date | Appl. No. | Reg. Date | Reg. No. |
|--|-------------|------------|-----------|------------|
| US TRADEMARK "LONG RUN - QUALITY REALLY SHOWS IN THE LONG RUN" (& LOGO) Classes: 007 | 01/18/01 | 76/195,254 | 10/22/02 | 2,638,529 |
| US TRADEMARK "THE REEL-MAGIC LIFETIME LIMITED WARRANTY" Classes: 036 | 05/16/01 | 76/257,620 | 07/29/03 | 2,743,603 |
| US TRADEMARK "LONG RUN" Classes: 007 | 01/30/02 | 76/364,160 | 10/08/02 | 2,631,639 |
| FOREIGN TRADEMARK SINGAPORE "REEL-O-MATIC" Class: 007 | 09/26/90 | 6677/90 | 09/26/90 | T90/066771 |
| FOREIGN TRADEMARK SOUTH KOREA "REEL-O-MATIC" Class: 007 | 08/01/90 | 90-23017 | 01/8/93 | 256750 |
| FOREIGN TRADEMARK CHINA "REEL-O-MATIC" Class: 007 | 01/07/91 | 91000902 | 12/30/91 | 577263 |
| FOREIGN TRADEMARK CHINA "REEL-O-MATIC" Class: 009 | 01/07/91 | 91000901 | 01/10/92 | 578514 |

| DESCRIPTION | Filing Date | Appl. No. | Reg. Date | Reg. No. |
|--|-------------|------------|-----------|----------|
| FOREIGN TRADEMARK CHINA "REEL-O-MATIC" in Chinese characters Class: 009 | 05/03/91 | 91017100 | 04/10/92 | 590249 |
| FOREIGN TRADEMARK CHINA "REEL-O-MATIC" in Chinese characters Class: 007 | 05/03/91 | 91017101 | 04/20/92 | 591603 |
| FOREIGN TRADEMARK HONG KONG "REEL-O-MATIC" ("Wai Ngo") in Chinese characters Class: 007 | 05/08/91 | 2990/91 | 05/08/91 | 2170/93 |
| CHINESE TRADEMARK HONG KONG "REEL-O-MATIC" ("Wai Ngo") in Chinese characters Class: 009 | 05/08/91 | 2991/91 | 05/08/91 | B1063/95 |
| FOREIGN TRADEMARK EUROPEAN COMMUNITY TRADEMARK "REEL-O-MATIC" Classes: 007, 008, 009, 040 | 04/18/02 | 2658797 | 10/02/03 | 2658797 |
| FOREIGN TRADEMARK GERMANY "REEL-O-MATIC" Class: 007 | 08/07/90 | R49705/7Wz | 07/30/91 | 1179595 |

| DESCRIPTION | Filing Date | Appl. No. | Reg. Date | Reg. No. |
|---|-------------|-----------|-----------|----------------|
| FOREIGN TRADEMARK EUROPEAN COMMUNITY TRADEMARK "REEL-O-MATIC" Classes: 007, 009 | 04/01/96 | 200,790 | 06/11/98 | 200,790 |
| FOREIGN TRADEMARK UNITED KINGDOM "REEL-O-MATIC" Class: 009 | 08/24/90 | 1437824 | 04/10/92 | 1437824 |
| FOREIGN TRADEMARK UNITED KINGDOM "REEL-O-MATIC" Classes: 007 | 03/04/91 | 1457222 | 04/29/94 | 1457222 |
| FOREIGN TRADEMARK CANADA "AUTOREEL" Class: 007 | 03/14/96 | 806960 | 04/21/97 | TMA474,97 6 |