

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DCTP Acquisition Corp. N/K/A Tulsa Power, Inc.		08/04/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tulsa Power, Inc.		
<b>Street Address:</b>	485 West Putnam Avenue		
<b>City:</b>	Greenwich		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06830		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2346242	TULSA POWER	
Registration Number:	1509938	THE REEL THING	
Registration Number:	3185716	TULSA POWER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	617-951-8144		
<b>Email:</b>	eileen.sullivan@bingham.com		
<b>Correspondent Name:</b>	Eileen Sullivan		
<b>Address Line 1:</b>	Bingham McCutchen LLP		
<b>Address Line 2:</b>	One Federal Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>ATTORNEY DOCKET NUMBER:</b>	TULSA-002		
<b>NAME OF SUBMITTER:</b>	Eileen Sullivan		

OP \$90.00 2346242

**900146782**

**TRADEMARK  
 REEL: 004089 FRAME: 0951**

Signature:	/eileen sullivan/
Date:	11/02/2009
<b>Total Attachments: 6</b> source=TULSA POWER INC - DE CERT COPY#page1.tif source=TULSA POWER INC - DE CERT COPY#page2.tif source=TULSA POWER INC - DE CERT COPY#page3.tif source=TULSA POWER INC - DE CERT COPY#page4.tif source=TULSA POWER INC - DE CERT COPY#page5.tif source=TULSA POWER INC - DE CERT COPY#page6.tif	

# Delaware

PAGE 1

*The First State*

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 RESTATED CERTIFICATE OF "DCTP ACQUISITION CORP.", CHANGING ITS NAME FROM "DCTP ACQUISITION CORP." TO "TULSA POWER, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2008, AT 2:45 O'CLOCK P.M.

4554102 8100

090971316



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7609262

DATE: 10-28-09

TRADEMARK  
REEL: 004089 FRAME: 0953

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
DCTP ACQUISITION CORP.

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is DCTP Acquisition Corp. The date of filing the original Certificate of Incorporation (the "Certificate of Incorporation") of the Corporation with the Secretary of State of the State of Delaware was May 29, 2008.

2. The Certificate of Incorporation is hereby amended by striking out Article First thereof and by substituting in lieu thereof new Article First, which is set forth in the Amended and Restated Certificate of Incorporation hereinafter provided for (the "Amended and Restated Certificate of Incorporation").

3. The provisions of the Certificate of Incorporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Amended and Restated Certificate of Incorporation of Tulsa Power, Inc., without any further amendments other than the amendments herein certified and without any discrepancy between the provisions of the Certificate of Incorporation as heretofore amended and supplemented and the provisions of the said single instrument hereinafter set forth.

4. The amendments and the restatement of the Certificate of Incorporation herein certified have been duly adopted by the stockholders of the Corporation entitled to vote thereon in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

5. The Certificate of Incorporation of the Corporation, as amended and restated herein, shall at the effective time of this Amended and Restated Certificate of Incorporation, read as follows:

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:46 PM 08/04/2008  
FILED 02:45 PM 08/04/2008  
SRV 080843315 - 4554102 FILE

**CERTIFICATE OF INCORPORATION**  
**OF**  
**TULSA POWER, INC.**

FIRST: The name of the corporation is:

Tulsa Power, Inc.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is three thousand (3,000) shares, and the par value of each of such shares is one cent (\$0.01), amounting in the aggregate to thirty dollars (\$30.00) of capital stock.

FIFTH: The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Bonnie McManus	c/o Bingham McCutchen LLP 150 Federal Street Boston, MA 02110

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

- (a) The election of directors need not be by written ballot.
- (b) The board of directors shall have the power and authority:
  - (1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws;
  - (2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and

- (3) subject to any provision of the by-laws of the corporation, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws of the corporation or by the board of directors.

SEVENTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Seventh shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

EIGHTH: The corporation will indemnify each director of the corporation, his heirs, executors, and administrators, and may indemnify each officer, employee, and agent of the corporation, his heirs, executors, administrators, and all other persons whom the corporation is authorized to indemnify under the provisions of the DGCL, to the maximum extent permitted by law (a) against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and (b) against all expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of any action or suit by or in the right of the corporation, or in connection with any appeal therein, or otherwise; and no provision of this Article Eighth is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred by the DGCL upon the corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the DGCL or any other law now or hereafter in effect.

The corporation's Board of Directors may in its discretion authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the foregoing paragraph of this Article Eighth.

NINTH: Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any Class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such a manner as the said court directs. If at least a majority of the number representing three-fourths (3/4ths) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the compromise or arrangement and the said reorganization will, if sanctioned by the court to which the said application has been made, be binding on all creditors or class of creditors, and/or stockholders or class of stockholders of the corporation, as the case may be, and also on the corporation.

TENTH: Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the by-laws of the corporation, by applicable statutory or other law, or by any contract or agreement to which the corporation is or may become party, the corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation of the Corporation has been signed by its Vice President, Michael P. Hompesch, this 4th day of August, 2008.

/s/ Michael P. Hompesch  
Michael P. Hompesch  
Vice President