

Form PTO-1594 (Rev. 03-11)  
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

#### 1. Name of conveying party(ies):

H2Oil Recovery Services, Inc.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation- State: Delaware
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

#### 3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) September 19, 2011

- Assignment                               Merger
- Security Agreement                   Change of Name
- Other Correct rec. party name prev. recorded at R/F00463370482

#### 2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: 212 Resources, LLC

Internal Address: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: 2795 East Cottonwood Parkway, Suite 310

City: Salt Lake City

State: UT

Country: US                              Zip: 84121

- Association      Citizenship \_\_\_\_\_
- General Partnership      Citizenship \_\_\_\_\_
- Limited Partnership      Citizenship \_\_\_\_\_
- Corporation      Citizenship \_\_\_\_\_

Other Limited liability co      Citizenship US  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

#### 4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1) 3,096,606      3) 3,471,970
- 2) 3,389,647      4) 3,683,763

Additional sheet(s) attached?  Yes  No

#### C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

- 1) H2Oil standard character mark                              4) Steam Driven Conservation standard character mark
- 2) 212 Resources standard character mark
- 3) 212 Resources design plus words, letters, and/or numbers

#### 5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Erin A. Thomson

Internal Address: Vinson & Elkins LLP

Street Address: 1001 Fannin Street, Suite 2500

City: Houston

State: TX                              Zip: 77002-6760

Phone Number: 512.542.8762

Fax Number: 512.236.3221

Email Address: iptldocket@velaw.com

#### 6. Total number of applications and registrations involved:

4

#### 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged to deposit account
- Enclosed

#### 8. Payment Information:

Deposit Account Number 22-0365/ELE593/32000

Authorized User Name Erin A. Thomson

9. Signature: Erin A. Thomson

Signature

October 21, 2011

Date

Erin A. Thomson

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **6**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

# 700472463

CH \$115.00 220365 3096606

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p><b>1. Name of conveying party(ies):</b></p> <p>H2Oil Recovery Services, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State: <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) <u>US</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b>      <input type="checkbox"/> Yes  Additional names, addresses, or citizenship attached?      <input checked="" type="checkbox"/> No</p> <p>Name: <u>212 Holdings, LLC</u>  Internal Address: _____  Street Address: <u>2795 East Cottonwood Parkway, Suite 310</u>  City: <u>Salt Lake City</u>  State: <u>UT</u>  Country: <u>US</u>      Zip: <u>84121</u></p> <p><input type="checkbox"/> Association      Citizenship _____  <input type="checkbox"/> General Partnership      Citizenship _____  <input type="checkbox"/> Limited Partnership      Citizenship _____  <input type="checkbox"/> Corporation      Citizenship _____  <input checked="" type="checkbox"/> Other <u>limited liability co</u>      Citizenship <u>US</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance /Execution Date(s) :</b></p> <p>Execution Date(s) <u>September 19, 2011</u></p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p>	<p><b>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s)      B. Trademark Registration No.(s)</p> <p>1) _____      1) 3,096,606      3) 3,471,970  2) 3,389,647      4) 3,683,763</p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p> <p>1) H2Oil standard character mark      4) Steam Driven Conservation standard character mark  2) 212 Resources standard character mark  3) 212 Resources design plus words, letters, and/or numbers</p>
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b></p> <p>Name: <u>Erin A. Thomson</u>  Internal Address: <u>Vinson &amp; Elkins LLP</u>  Street Address: <u>1001 Fannin Street, Suite 2500</u>  City: <u>Houston</u>  State: <u>TX</u>      Zip: <u>77002-6760</u>  Phone Number: <u>512.542.8762</u>  Fax Number: <u>512.236.3221</u>  Email Address: <u>ipr@docket@velaw.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b>      <span style="border: 1px solid black; padding: 2px;">4</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41)</b>      \$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p> <p><b>8. Payment Information:</b></p> <p>Deposit Account Number <u>22-0365/EL593/32000</u>  Authorized User Name <u>Erin A. Thomson</u></p>
<p><b>9. Signature:</b> <u><i>Erin A. Thomson</i></u>      <u>September 29, 2011</u>  Signature      Date</p> <p style="text-align: center;">Erin A. Thomson  Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document:      <span style="border: 1px solid black; padding: 2px;">5</span></p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Trademark Assignment") is made and entered into as of September 19, 2011, by and between H2Oil Recovery Services, Inc., a Delaware corporation, whose business address is 2795 East Cottonwood Parkway, Suite 310, Salt Lake City, UT 84121 ("Assignor"), and 212 Resources, LLC, a Delaware limited liability company, whose business address is 2795 East Cottonwood Parkway, Suite 310, Salt Lake City, UT 84121 ("Assignee").

WHEREAS, Assignor is the owner of the trademarks shown on the attached Schedule A and the applications and related goodwill therefor (collectively, the "Trademarks");

WHEREAS, Assignor has agreed to assign all of its right, title and interest in and to the Trademarks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, and Assignee hereby accepts the assignment of, all right, title and interest in and to the Trademarks, together with the goodwill associated therewith, including all claims for damages for past infringement.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the parties have executed or caused this Trademark Assignment to be executed as of the date first written above.

H2Oil Recovery Services, Inc.

By: [Signature]

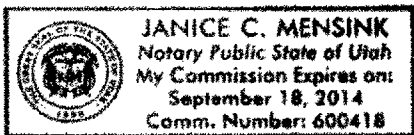
Name: Stephen E. Hester

Title: Chief Executive Officer

Notarial Certification

On this 19<sup>th</sup> day of September, 2011, Stephen E. Hester personally appeared and executed the foregoing document before me and acknowledged that he executed the same for the purposes set forth herein with authority to do so.

[Signature]  
Notary Public



[Signature Page to Trademark Assignment]

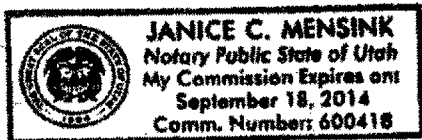
212 Resources, LLC

By: [Signature]

Title: Chief Executive Officer

Notarial Certification

On this 19<sup>th</sup> day of September, 2011, Stephen Hester personally appeared and executed the foregoing document before me and acknowledged that he executed the same for the purposes set forth herein with authority to do so.



[Signature]  
Notary Public

[Signature Page to Trademark Assignment]

**SCHEDULE A**  
**TRADEMARKS**

<b>Trademark</b>	<b>Country</b>	<b>Serial No.</b>	<b>Registration No.</b>	<b>Issue Date</b>
H2Oil standard character mark	USA	78439648	3,096,606	06/22/2004
212 Resources standard character mark	USA	77171097	3,389,647	02/26/2008
212 Resources design plus words, letters, and/or numbers	USA	77354690	3,471,970	07/22/2008
Steam Driven Conservation standard character mark	USA	77331265	3,683,763	09/15/2009

US 1041801v.2