

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sprague Energy Corp.		11/07/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Sprague Operating Resources LLC		
Street Address:	Two International Drive, Suite 200		
City:	Portsmouth		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2729505	ROAD FORCE	
Registration Number:	2621801	ROAD FORCE PREMIUM DIESEL	
Registration Number:	2618701	HEAT FORCE	
Registration Number:	2810996	HEATFORCE PREMIUM HEATING OIL	
Registration Number:	2880223	ROAD FORCE FUEL ACCESS CARD	
Serial Number:	85349084	HEATCURVE	
Registration Number:	0911441	SPRAGUE ENERGY	
CORRESPONDENCE DATA			
Fax Number:	(603)668-8567		
Phone:	6036681400		
Email:	tsullivan@hayes-soloway.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Hayes Soloway PC		
Address Line 1:	175 Canal Street		
Address Line 4:	Manchester, NEW HAMPSHIRE 03101		

OP \$190.00 2729505

900209476

TRADEMARK
REEL: 004677 FRAME: 0636

ATTORNEY DOCKET NUMBER:	SPRAGUE 11.00
NAME OF SUBMITTER:	Todd A. Sullivan
Signature:	/todd a. sullivan/
Date:	12/13/2011
Total Attachments: 5 source=Sprague Operating Resources LLC - DE Evidence[1]#page1.tif source=Sprague Operating Resources LLC - DE Evidence[1]#page2.tif source=Sprague Operating Resources LLC - DE Evidence[1]#page3.tif source=Sprague Operating Resources LLC - DE Evidence[1]#page4.tif source=Sprague Operating Resources LLC - DE Evidence[1]#page5.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SPRAGUE ENERGY CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPRAGUE ENERGY CORP." TO "SPRAGUE OPERATING RESOURCES LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.

2140249 8100V

111173049



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9140933

DATE: 11-07-11

TRADEMARK
REEL: 004677 FRAME: 0638

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

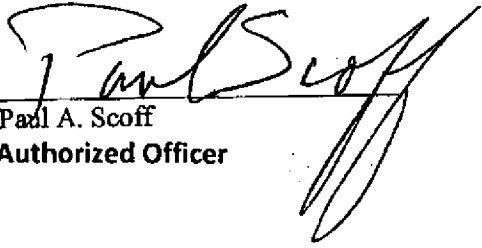
November 7, 2011

Pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act, Sprague Energy Corp., a Delaware corporation (the "*Corporation*"), hereby executes this Certificate of Conversion (the "*Certificate*") for the purpose of converting the Corporation into a Delaware limited liability company (the "*LLC*") and, in connection therewith, certifies as follows:

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation first formed is October 9, 1987.
4. The name of the Corporation immediately prior to filing this Certificate is Sprague Energy Corp.
5. The name of the LLC as set forth in the Certificate of Formation is Sprague Operating Resources LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first written above.

By: 
Name: Paul A. Scoff
Title: Authorized Officer

SIGNATURE PAGE TO
DELAWARE CERTIFICATE OF CONVERSION OF
SPRAGUE ENERGY CORP.

TRADEMARK
REEL: 004677 FRAME: 0640

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SPRAGUE OPERATING RESOURCES LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.

2140249 8100V

111173049

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9140933

DATE: 11-07-11

TRADEMARK
REEL: 004677 FRAME: 0641

**CERTIFICATE OF FORMATION
OF
SPRAGUE OPERATING RESOURCES LLC**

This Certificate of Formation, dated as of November 7, 2011, has been duly executed and is filed pursuant to Sections 18-201 and 18-204 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company (the "*Company*") under the Act.

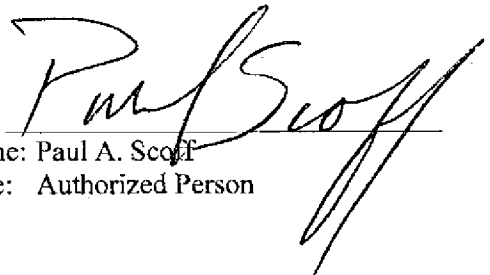
1. **Name.** The name of the Company is "Sprague Operating Resources LLC".
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

EXECUTED as of the date written first above.

By: 
Name: Paul A. Scott
Title: Authorized Person