

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NVT, LLC		02/22/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	SUN EDISON LLC		
Street Address:	12500 Baltimore Avenue		
City:	Beltsville		
State/Country:	MARYLAND		
Postal Code:	20705		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3191838	READY SOLAR	
Registration Number:	3316033	SOLAR IN A BOX	
CORRESPONDENCE DATA			
Fax Number:	(314)345-7600		
Phone:	314-345-7000		
Email:	kbastunas@senniger.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:	Senniger Powers LLP- Paul Fleischut		
Address Line 1:	100 North Broadway, 17th Floor		
Address Line 4:	St. Louis, MISSOURI 63102		
ATTORNEY DOCKET NUMBER:	MEMC 3181		
NAME OF SUBMITTER:	Paul I. J. Fleischut		
Signature:	/paul fleischut/		

OP \$65.00 3191838

Date:

02/23/2012

Total Attachments: 2

source=01702672#page1.tif

source=01702672#page2.tif

**TRADEMARK ASSIGNMENT**

This Trademark Assignment Agreement ("Trademark Assignment") is dated February 22, 2012, by and between NVT, LLC, a Delaware limited liability company ("Assignor") and Sun Edison LLC, a Delaware limited liability company ("Assignee").

**WHEREAS**, Assignor is the owner of record in all right, title and interest in and to the registrations for the trademarks and/or service marks identified on Schedule 1 (the "Transferred Marks");

**WHEREAS**, the parties wish to ratify and confirm Assignee's desire to acquire, and Assignor's willingness to assign to Assignee, all right, title and interest in the Transferred Marks.

**FOR GOOD AND VALUABLE CONSIDERATION**, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree:

1. Assignor hereby sells, assigns and transfers to Assignee, nunc pro tunc effective as of January 1, 2011, all right, title and interest in and to the Transferred Marks, including any and all goodwill associated therewith, all registrations therefor, all common law rights therein, any and all trademark and/or service mark rights related thereto and all other rights associated with the portion of the ongoing and existing business to which these marks pertain; and in and to any and all causes of action (either in law or in equity), as well as the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement, misappropriation and/or dilution of the Transferred Marks.
2. Assignor hereby agrees to, at the expense of Assignee, execute, acknowledge and deliver any and all documents and to take such other and further actions as Assignee, in its reasonable discretion deems desirable or necessary to make a record with any and all government agencies, authorities, courts, tribunals or third parties, of the fact that Assignee owns all right, title and interest in and to the Transferred Marks, and any and all goodwill associated therewith, as well as all other rights associated with the portion of the business to which the Transferred Marks pertain and that Assignor no longer has any right, title or interest, of any kind of nature, in or to the Transferred Marks.
3. Assignor hereby authorizes and requests the U.S. Patent and Trademark Office to record Assignee as the owner of the Transferred Marks.

IN WITNESS THEREOF, the undersigned have caused this Trademark Assignment to be duly executed on the date first written above.

NVT, LLC

By: \_\_\_\_\_

Name: Kevin Lapidus

Title: Vice President

Sun Edison LLC

By: \_\_\_\_\_

Name: Kevin Lapidus

Title: Senior VP Legal and Government Affairs

**Schedule 1**

**TRADEMARKS**

<b>Title</b>	<b>Serial No./ Filing Date</b>	<b>Registration No./ Registration Date</b>	<b>Status</b>
READY SOLAR	78/676,989 07/24/2005	3,191,838 01/02/2007	Registered
SOLAR IN A BOX	77/074,731 01/02/2007	3,316,033 10/23/2007	Registered