

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest in Intellectual Property

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
REC Solar, Inc.		08/01/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	245 South Los Robles Avenue, Suite 700
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3111994	REC SOLAR
Registration Number:	3328535	REC SOLAR
Serial Number:	77939956	REC SOLAR
Serial Number:	77939959	REC SOLAR
Serial Number:	77939963	REC SOLAR
Serial Number:	77939967	REC SOLAR
Registration Number:	4036817	REC SOLAR
Registration Number:	4036818	REC SOLAR

CORRESPONDENCE DATA

Fax Number: 9497200182
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 949-760-1121
 Email: Trademark@Buchalter.com
 Correspondent Name: Farah P. Bhatti

900231275

**TRADEMARK
 REEL: 004844 FRAME: 0791**

CH \$215.00 3111994

Address Line 1: 18400 Von Karman Ave., Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	W3338-0008
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah Bhatti/
Date:	08/16/2012

Total Attachments: 3
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

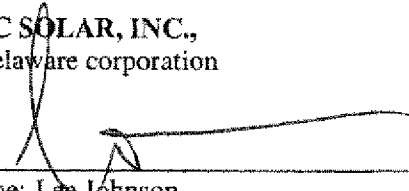
REC SOLAR, INC., a Delaware corporation, whose address is 775 Fiero Lane, Suite 200, San Luis Obispo, California 93401 (“Assignor”) hereby acknowledges that it has granted to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, whose address is 245 South Los Robles Avenue, Suite 700, Pasadena, California 91101 (“Assignee”), a security interest in and to all of Assignor’s right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Credit and Security Agreement dated as of August 1, 2012 (the “Agreement”), by and among Assignor, Mainstream Energy Corporation, a Delaware corporation, AEE Solar, Inc., a California corporation and Assignee, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Assignee may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the
1st day of ~~JULY~~ 2012.
August

REC SOLAR, INC.,
a Delaware corporation

By: 
Name: Lee Johnson
Title: President

Memorandum and Notice of Security Interest in Intellectual Property

TRADEMARK
REEL: 004844 FRAME: 0794

EXHIBIT A
TRADEMARKS

Serial No.	Trademark	Description	Filing Date	Status	Date of Registration	Registration No.	Class	Prior Registrations
78675377	REC SOLAR	Colored Logo	7/21/2005	Registered	7/4/2006	3111994	IC 037	None.
77091212	REC SOLAR	Words	1/25/2007	Registered	11/6/2007	3328535	IC 037	None
77939956	REC SOLAR	Colored Logo	2/19/2010	Live App	Not Reg.	Not Reg.	IC 037	77-939,963
77939909	REC SOLAR	Colored Logo	2/19/2010	Registered	10/11/2011	4036817	IC 036	3111994;3328535
77939959	REC SOLAR	Colored Logo	2/19/2010	Live App	Not Reg.	Not Reg.	IC 042	77-939,967
77939961	REC SOLAR	Words	2/19/2010	Registered	10/11/2011	4036818	IC 036	3111994;3328535
77939963	REC SOLAR	Words	2/19/2010	Live App	Not Reg.	Not Reg.	IC 037	77-939,956
77939967	REC SOLAR	Words	2/19/2010	Live App	Not Reg.	Not Reg.	IC 042	77-939,959