

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM300243

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ClearEdge Power, Inc.		01/01/2014	CORPORATION:
RECEIVING PARTY DATA			
Name:	ClearEdge Power, LLC		
Street Address:	195 Governor's Highway		
City:	South Windsor		
State/Country:	CONNECTICUT		
Postal Code:	06074		
Entity Type:	LIMITED LIABILITY COMPANY: <i>Delaware</i>		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4484438		
Registration Number:	3276490	CLEAREEDGE POWER	
Registration Number:	4225028	POWER YOUR INDEPENDENCE	
Registration Number:	3883289	CLEAREEDGE	
CORRESPONDENCE DATA			
Fax Number:	8607277555		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8607272329		
Email:	maryjane.williams@cleareedgepower.com		
Correspondent Name:	MaryJane Williams		
Address Line 1:	195 Governor's Highway		
Address Line 2:	Legal Department		
Address Line 4:	South Windsor, CONNECTICUT 06074		
NAME OF SUBMITTER:	Jennifer Adamy, General Counsel		
SIGNATURE:	/Jennifer Adamy/		
DATE SIGNED:	04/03/2014		
Total Attachments: 9			
source=Assignment and Assumption Agreement#page1.tif			
source=Assignment and Assumption Agreement#page2.tif			

CH \$115.00 4484438

source=ClearEdge Power, LLC Conversion#page1.tif
source=ClearEdge Power, LLC Conversion#page2.tif
source=ClearEdge Power, LLC Conversion#page3.tif
source=ClearEdge Power, LLC Conversion#page4.tif
source=ClearEdge Power, LLC Conversion#page5.tif
source=ClearEdge Power, LLC Conversion#page6.tif
source=ClearEdge Power, LLC Conversion#page7.tif

ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of January ____, 2014, between ClearEdge Power, Inc., an Oregon corporation (“**Parent**”), and ClearEdge Power Corporation, a Delaware corporation (“**Subsidiary**”).

WITNESSETH:

WHEREAS, Parent has agreed to assign all or substantially all its assets, liabilities, and obligations, other than its equity interest in Subsidiary, to Subsidiary, and Subsidiary has agreed to receive and assume such assets, liabilities and obligations of Parent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Subsidiary and Parent agree as follows, effective as of January 1, 2014:

1. (a) Parent does hereby transfer, assign and deliver to Subsidiary all of the right, title and interest of Parent in, to and under all of its assets (other than its equity interest in Subsidiary) (the “**Contributed Assets**”); *provided* that no sale, transfer, assignment or delivery shall be made of any or any material portion of any Purchased Asset if an attempted sale, assignment, transfer or delivery, without the consent of a third party, would constitute a breach or other contravention thereof or in any way adversely affect the rights of Subsidiary or Parent thereunder.

(b) Subsidiary does hereby accept all the right, title and interest of Parent in, to and under all of the Contributed Assets (except as aforesaid) and Subsidiary assumes and agrees to pay, perform and discharge promptly and fully when due all of the liabilities and to perform all of the obligations of Parent to be performed under all of the contracts of Parent.

(c) Parent and Subsidiary hereby agree to execute such other documents and perform such other acts as may be reasonably necessary or proper to effect the transactions contemplated by this Agreement.

2. This Agreement shall be governed by and construed in accordance with the law of the State of New York, without regard to the conflicts of law rules of such state.

3. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

ClearEdge Power, Inc.

By: 

Name: Gloria Fan

Title: CFO & Secretary

ClearEdge Power Corporation

By: 

Name: Jennifer L. Adamy

Title: Vice President & Secretary

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 "CLEAREEDGE POWER CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CLEAREEDGE POWER CORPORATION" TO "CLEAREEDGE POWER, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2014, AT 12:30 O'CLOCK P.M.

2888666 8100V

140073531




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1096805

DATE: 01-29-14

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


TRADEMARK
REEL: 005252 FRAME: 0331

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

Pursuant to Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act, the undersigned does hereby certify on this 21st day of January, 2014, 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 December 21, 2006.
- 4.) The name of the Corporation immediately prior to filing this Certificate is **ClearEdge Power Corporation**.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is **ClearEdge Power, LLC**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

By: 
Name: Gloria Fan
Title: Authorized Signatory

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time as the filing date of such instrument.

Jeffrey W. Bullock
Jeffrey W. Bullock
Secretary of State

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 "CLEAREDGE POWER, LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2014, AT 12:30 O'CLOCK P.M.



2888666 8100V

140073531

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1096805

DATE: 01-29-14

TRADEMARK
REEL: 005252 FRAME: 0334

CERTIFICATE OF FORMATION

OF

ClearEdge Power, LLC

This Certificate of Formation of ClearEdge Power, LLC (the “**Company**”) is being duly executed and filed by Gloria Fan, as an authorized person, to form a limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act (6 *Del. C.* §18-201, *et seq.*).

FIRST: The name of the limited liability company formed hereby is ClearEdge Power, LLC.


SECOND: The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate
of Formation this 21st day of January, 2014.

Gloria Fan

By: _____

A handwritten signature in cursive script, appearing to read 'Gloria Fan', is written over a horizontal line.

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time as the filing date of such instrument.

Jeffrey W. Bullock
Jeffrey W. Bullock
Secretary of State