

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313145

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pure NRG LLC		02/18/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Pure Inc. Energy Services		
Doing Business As:			
Street Address:	1225 N. Loop W., Suite 525		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77008		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86116707	PURE	
CORRESPONDENCE DATA			
Fax Number:	7133084017		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	713-308-0103		
Email:	stephen.lewis@arlaw.com		
Correspondent Name:	Stephen R. Lewis		
Address Line 1:	1221 McKinney, Suite 4400		
Address Line 4:	Houston, TEXAS 77010		
ATTORNEY DOCKET NUMBER:	22880-1		
NAME OF SUBMITTER:	Stephen R. Lewis		
SIGNATURE:	/Stephen R. Lewis/		
DATE SIGNED:	08/06/2014		
Total Attachments: 14			
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Office of the Secretary of State

February 19, 2014

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: Pure Inc. Energy Services
File Number: 801936193

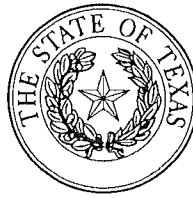
It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

PURE NRG LLC
File Number: 801670492

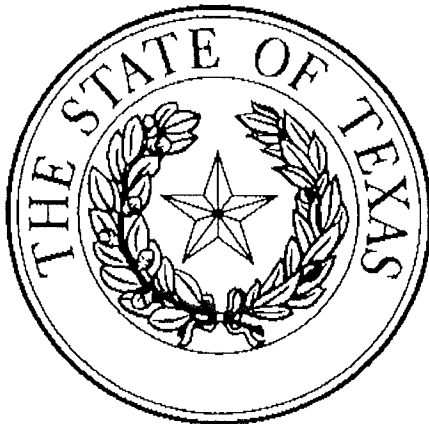
Converting it to

Pure Inc. Energy Services
File Number: 801936193

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 02/18/2014

Effective: 02/18/2014



NANDITA BERRY

Nandita Berry
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Pure Inc. Energy Services
File Number: 801936193

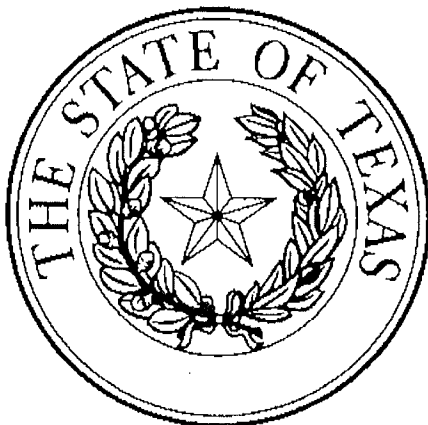
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 02/18/2014

Effective: 02/18/2014



NANDITA BERRY

Nandita Berry
Secretary of State

**CERTIFICATE OF CONVERSION
OF
PURE NRG LLC
(a Delaware limited liability company)
TO
PURE INC. ENERGY SERVICES
(a Texas corporation)**

FILED
In the Office of the
Secretary of State of Texas
FEB 18 2014
Corporations Section

**ARTICLE I
CONVERTING ENTITY INFORMATION**

The converting entity is a limited liability company formed under the laws of the State of Delaware. The name of the converting entity is Pure NRG LLC (the "Converting Entity"). The Converting Entity was formed on September 18, 2012. The file number issued to the Converting Entity by the Delaware Secretary of State is 5214482.

**ARTICLE II
CONVERTED ENTITY INFORMATION**

The Converting Entity is converting to a corporation formed under the laws of the State of Texas. The name of the converted entity will be Pure Inc. Energy Services (the "Converted Entity"), as set forth in the Certificate of Formation, attached hereto.

**ARTICLE III
PLAN OF CONVERSION**

In lieu of providing the plan of conversion, the Converting Entity certifies that:

- 1.** A signed plan of conversion is on file at the principal place of business of the Converting Entity. The address of the principal place of business of the Converting Entity is 1225 N. Loop W., Suite 525, Houston, Texas 77008.
- 2.** A signed plan of conversion will be on file after the conversion at the principal place of business of the Converted Entity. The address of the principal place of business of the Converted Entity is 1225 N. Loop W., Suite 525, Houston, Texas 77008.
- 3.** A copy of the plan of conversion will be furnished on written request without cost by the Converting Entity before the conversion or by the Converted Entity after the conversion to any owner or member of the converting or converted entity.

ARTICLE V
APPROVAL OF THE PLAN OF CONVERSION

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity.

ARTICLE VI
CERTIFICATE OF FORMATION

The Converted Entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate as an attachment or exhibit to this Certificate of Conversion.

ARTICLE VII
TAX CERTIFICATE

In lieu of providing a tax certificate, the Converted Entity is liable for the payment of any franchise taxes of the Converting Entity.

ARTICLE VIII
EFFECTIVENESS OF FILING

This document becomes effective when the document is accepted and filed by the secretary of state.

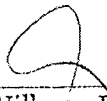
ARTICLE IX
EXECUTION

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of February
2014.

PURE NRG LLC

By: 

Angie Willson, Its Authorized Member

EXHIBIT A

(CERTIFICATE OF FORMATION IS ATTACHED HERETO)

**CERTIFICATE OF FORMATION
OF
PURE INC. ENERGY SERVICES
(a Texas corporation)**

FILED
In the Office of the
Secretary of State of Texas
FEB 18 2014

Corporations Section

**ARTICLE I
NAME**

The filing entity being formed is a Texas for-profit corporation. The name of the entity (the "Corporation") is: Pure Inc. Energy Services.

**ARTICLE II
REGISTERED AGENT AND OFFICE**

The Corporation's initial registered agent is an individual resident of the state whose name is Angie Willson. The business address of the registered agent and the registered office address is 1225 N. Loop W., Suite 525, Houston, Texas 77008.

**ARTICLE III
DIRECTORS**

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Angie Willson
1225 N. Loop W., Suite 525
Houston, Texas 77008

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, all of the par value of \$0.01 per share. No shareholder shall have a preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the Corporation.

**ARTICLE V
PURPOSE**

The purpose or purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Texas Business Organizations Code ("TBOC"), and in general, to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the TBOC.

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ARTICLE VI
AMENDMENT OF BYLAWS

The shareholders reserve the right to alter, amend or repeal the Bylaws, or adopt new Bylaws. The shareholders may delegate to the Board of Directors the right to alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, but the Bylaws made by the directors and the power so conferred may be altered, amended or repealed by the shareholders.

ARTICLE VII
LIMITATION OF DIRECTOR'S LIABILITY

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article VII does not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) for an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

Each person who was or is made a party to or is threatened to be made a party to, or is otherwise involved in any action, suit or proceedings, whether civil, criminal, arbitral, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceedings is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the full extent authorized by the TBOC, as the same exists or may hereafter be amended (provided that no such amendment shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in this paragraph with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part

thereof) was authorized by the Board of Directors of the Corporation, in its sole discretion. The right to indemnification conferred in this Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that an advancement of expenses incurred by a director or officer who is an indemnitee shall be made only upon delivery to the Corporation of a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under the TBOC (hereinafter an "affirmation") and a written undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such person is not entitled to be indemnified for such expenses under this Article VIII or otherwise (hereinafter an "undertaking").

The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Certificate of Formation, bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

The Corporation may, in its sole discretion, purchase and maintain insurance or another arrangement, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or person who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the TBOC.

The corporation may, to the extent authorized from time to time by the Board of Directors, in their sole discretion, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the full extent of the provisions of this Article VIII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE IX

CONSENT OF SHAREHOLDERS

Any action required by the TBOC to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE IX
FORMATION PURSUANT TO CONVERSION

The Corporation is being formed pursuant to a plan of conversion whereby Pure NRG LLC, a Delaware limited liability company (the "Converting Entity"), is converting into the Corporation. The Converting Entity was formed under the laws of the State of Delaware on September 18, 2012. The address of the Converting Entity is 1225 N. Loop W., Suite 525, Houston, Texas 77008, which remains the address of the Corporation.

ARTICLE VI
ORGANIZERS

The name and address of the organizer is:

Angie Willson
1225 N. Loop W., Suite 525
Houston, Texas 77008

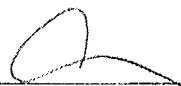
ARTICLE X
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State.

ARTICLE XI
EXECUTION

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of February 2014.

By: 

Angie Willson

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "PURE NRG LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2014, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE LIMITED LIABILITY COMPANY HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE LIMITED LIABILITY COMPANY SHALL CEASE TO EXIST AS A LIMITED LIABILITY COMPANY OF THE STATE OF DELAWARE.

5214482 1721C

140192025




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1147997

DATE: 02-20-14

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

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**CERTIFICATE OF CONVERSION
OF
PURE NRG LLC,
a Delaware limited liability company
TO A NON-DELAWARE ENTITY**
(pursuant to Section 18-216 of the Delaware Limited Liability Company Act)

1. The name of the Limited Liability Company is Pure NRG LLC.
2. The date of filing of its original certificate of formation with the secretary of state is September 18, 2012.
3. The jurisdiction in which the business form, to which the limited liability company shall be converted, is organized, formed or created the State of Texas.
4. The conversion has been approved in accordance with the Delaware Limited Liability Company Act.
5. The limited liability company may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the limited liability company while it was a limited liability company of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is: 1225 N. Loop W., Suite 525, Houston, Texas 77008.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on this 17 day of February 2014.

**PURE NRG LLC,
a Delaware limited liability company**

By:  _____
Angie Willson, Its Authorized Member