

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM318307

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Resource Action Programs, LLC		09/24/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fifth Third Bank		
<b>Street Address:</b>	222 South Riverside Plaza		
<b>Internal Address:</b>	Mail Drop GRVR31		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Banking Corporation: OHIO		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86138463	MEASURE-BASED EDUCATION	
<b>Serial Number:</b>	85767916	ENERGY WISE	
<b>Serial Number:</b>	76690542	EASY SAVINGS	
<b>Serial Number:</b>	76689090	INTELLISHOWER	
<b>Serial Number:</b>	76672973	ENERGY WISE	
<b>Serial Number:</b>	76567198	BUILDING THE FUTURE THROUGH CONSERVATION	
<b>Serial Number:</b>	75554540	RESOURCE ACTION PROGRAMS	
<b>Serial Number:</b>	75512437	LEARNING TO BE WATERWISE	
<b>Serial Number:</b>	75313209	LIVINGWISE	
<b>Serial Number:</b>	75087801	EARTH WISE	
<b>Serial Number:</b>	74728031	LEARNING TO BE WATER WISE AND ENERGY EFF	
<b>Serial Number:</b>	76706776	HOMEWISE	
<b>Serial Number:</b>	85655254	CONSERVATION SUPPLY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3146673633		
<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>			
<b>Phone:</b>	314.552.6000		
<b>TRADEMARK</b>			

CH \$340.00 86138463

**Email:** ipdocket@thompsoncoburn.com  
**Correspondent Name:** Jennifer A. Visintine  
**Address Line 1:** One US Bank Plaza  
**Address Line 4:** St. Louis, MISSOURI 63101

**ATTORNEY DOCKET NUMBER:** 970901-92923

**NAME OF SUBMITTER:** Jennifer A. Visintine

**SIGNATURE:** /jennifer a. visintine/

**DATE SIGNED:** 09/29/2014

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Amended and Restated Guarantee and Collateral Agreement dated as of September \_\_, 2014 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Fifth Third Bank, as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RESOURCE ACTION PROGRAMS, LLC

By: Paul T. Schueller

Name: Paul T. Schueller

Title: Chief Executive Officer

Acknowledged and Accepted:

FIFTH THIRD BANK, as Administrative Agent

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

Name: Robert S. Tanakatsubo

Title: Assistant Vice President

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Very truly yours,

RESOURCE ACTION PROGRAMS, LLC

By: \_\_\_\_\_  
Name: Paul T. Schueller  
Title: Chief Executive Officer

Acknowledged and Accepted:

FIFTH THIRD BANK, as Administrative Agent

By: \_\_\_\_\_  
Name: Robert S. Tanakatsubo  
Title: Assistant Vice President

Schedule 1

TRADEMARK AND TRADEMARK LICENSES

GRANTOR	TRADEMARK CLASS NUMBER	TRADEMARK APPLICATION NUMBER	TRADEMARK REGISTRATION NUMBER	DATE OF APPLICATION	DATE OF REGISTRATION
RAP	41	86138463	Pending	December 9, 2013	Pending
RAP	41	85767916	Pending	October 31, 2012	Pending
RAP	16	76690542	3610769	June 13, 2008	April 28, 2009
RAP	11	76689090	3545699	April 28, 2008	December 16, 2008
RAP	16	76672973	3350715	February 21, 2007	December 11, 2007
RAP	16	76567198	2914377	December 29, 2003	December 28, 2004
RAP	16	75554540	2274506	September 17, 1998	August 31, 1999, renewed on August 31, 2009
RAP	16	75512437	2323241	July 2, 1998	February 29, 2000, renewed on February 28, 2010
RAP	16	75313209	2183847	June 23, 1997	August 25, 1998, renewed on August 25, 2008
RAP	41	75087801	2071488	April 15, 1996	June 17, 1997, renewed on June 17, 2007
RAP	16	74728031	2021884	September 12, 1995	December 10, 1996, renewed on December 10, 2006
RAP	41	76706776	4148147	March 14, 2011	May 29, 2012
RAP	11	85655254	4449229	June 19, 2012	December 10, 2013

1. Certain Intellectual Property owned by Resource Action Programs, LLC ("RAP") is subject to that certain Master Program Agreement, dated as of May 10, 2012, by and between RAP and WRL.com, LLC d/b/a OmniCard (together with all purchase orders issued thereunder).