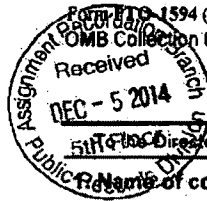


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DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/12)

Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Thompson's Gas & Electric Service, Inc.

- Individual(s)
- Partnership
- Corporation- State: Maryland
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) U.S. (Maryland)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) November 12, 2014

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., Admin. Agent

Street Address: One Independence Ctr., 101 N. Tryon

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship
- Association Citizenship
- Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship AFC
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See attachment

B. Trademark Registration No.(s)

See attachment

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attachment

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Michael H. Delauter, Esq.

Internal Address:

Street Address: 110 North Court Street

City: Frederick

State: MD Zip: 21701

Phone Number: 240-575-9671

Docket Number:

Email Address: mdelauter@delauterlaw.com

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(8) & 3.41) \$ 165.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

12/09/2014 KMBUYEN1 80800013 75418296
Deposit Account Number
01 FC:8521 48.00 OP
Authorized Escrow 125.00 OP

9. Signature: [Signature]
Signature

December 2, 2014
Date

Michael H. Delauter

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7


Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Schedule 1

US Federal Trademark Registrations of Thompson's Gas & Electric Service, Inc.

Trademark	Status	Goods/Services
EASY CHOICE SN:75-418296 RN:2,401,204	Renewed November 7, 2010 Int'l Class: 39 First Use: July 1, 1997 Filed: January 15, 1998 Published: August 15, 2000 Registered: November 7, 2000	(Int'l Class: 39) Utility services, namely, the distribution of propane gas, petroleum, and electricity to residential, commercial, and industrial customers
TEMPERATUREPROOF SN:77-054747 RN:3,315,765	Registered 8 & 15 April 16, 2014 Int'l Class: 35 First Use: July 1, 1997 Filed: December 1, 2006 Published: August 7, 2007 Registered: October 23, 2007	(Int'l Class: 35) Energy billing services, namely, the stable and equal billing of propane, petroleum, natural gas and electricity to residential, commercial, and industrial customers
THE TRUSTED NAME IN PROPANE	Registered February 28, 2012	(Int'l Class: 4) Propane gas (Int'l Class: 35) Energy billing services, namely, the stable and equal billing of propane, petroleum, natural gas and electricity to

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Trademark	Status	Goods/Services
SN:85-027419 RN:4,106,196	Int'l Class: 4, 35, 39 First Use: October, 2009 Filed: April 30, 2010 Published: October 5, 2010 Allowed: November 30, 2010	residential, commercial, and industrial customers (Int'l Class: 39) Utility services, namely, the distribution of propane gas, petroleum, and electricity to residential, commercial, and industrial customers
THINK OUTSIDE THE TANK SN:85-027424 RN:4,195,072	Registered August 21, 2012 Int'l Class: 39 First Use: September, 2010 Filed: April 30, 2010 Published: October 5, 2010 Allowed: November 30, 2010	(Int'l Class: 39) Utility services, namely, the distribution of propane gas, petroleum, and electricity to residential, commercial, and industrial customers
THOMPSON GAS and Design  SN:85-027417 RN:3,988,269	Registered Principal Register - Sec. 2(F) July 5, 2011 Int'l Class: 4, 35, 39 First Use: 1994	(Int'l Class: 4) Propane gas (Int'l Class: 35) Energy billing services, namely, the stable and equal billing of propane to residential, commercial, and industrial customers (Int'l Class: 39) Utility services, namely, the distribution of propane gas

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Trademark	Status	Goods/Services
	Filed: April 30, 2010 Published: April 19, 2011	
THOMPSON GAS SN:85-027416 RN:3,988,268	Registered Principal Register - Sec. 2(F) July 5, 2011 Int'l Class: 4, 35, 39 First Use: 1970 Filed: April 30, 2010 Published: April 19, 2011	(Int'l Class: 4) Propane gas (Int'l Class: 35) Energy billing services, namely, the stable and equal billing of propane to residential, commercial, and industrial customers (Int'l Class: 39) Utility services, namely, the distribution of propane gas

4840-2749-8272, v. 1

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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 the Amended and Restated Security and Pledge Agreement dated as of November 12, 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 Bank of America, N.A., 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.

[Signatures appear on the following page.]

Very truly yours,

THOMPSON'S GAS & ELECTRIC SERVICE,
INC., a Maryland corporation

By: _____
Name: J. Randall Thompson
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Very truly yours,

THOMPSON'S GAS & ELECTRIC SERVICE
INC., a Maryland corporation

By: _____
Name: J. Randall Thompson
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Michael D. Brannan
Name: MICHAEL D. BRANNAN
Title: AN VICE PRESIDENT

[Signature Page to Notice of Grant of Security Interest in Trademarks]