

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368215

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Conservation Services Group, Inc.		04/15/2015	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	CLEAResult Consulting Inc.		
Street Address:	4301 Westbank Dr, Building A, Suite 150		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78746		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3548869	CONSERVATION SERVICES GROUP	
Registration Number:	4099595	ENERGYMEASURE	
Registration Number:	3929459	REALHOMEANALYZER	
CORRESPONDENCE DATA			
Fax Number:			
<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:	503-467-0918		
Email:	robin.seifried@clearesult.com		
Correspondent Name:	Robin Seifried		
Address Line 1:	100 SW Main St, Suite 1500		
Address Line 4:	Portland, OREGON 97204		
NAME OF SUBMITTER:	Robin B Seifried		
SIGNATURE:	/Robin B Seifried/		
DATE SIGNED:	01/06/2016		
Total Attachments: 5			
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ASSET PURCHASE AGREEMENT

by and among

CLEARERESULT EAST OPERATING, LLC

CLEARERESULT CONSULTING INC.

and

CONSERVATION SERVICES GROUP, INC.

Dated as of April 15, 2015

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement (this “*Agreement*”) is made and entered into as of April 15, 2015, by and among CLEAResult East Operating, LLC, a Delaware limited liability company (“*Buyer*”), Conservation Services Group, Inc., a Massachusetts nonprofit corporation (the “*Company*”) and CLEAResult Consulting Inc., a Texas corporation and the parent company of Buyer (“*CLEAResult*”). Capitalized terms used but not otherwise defined in this Agreement have the meanings set forth on in *Annex A*.

RECITALS

- A. The Company owns and operates a business relating to the design and management of energy efficiency programs (the “*Business*”);
- B. The Company desires to sell, and Buyer desires to purchase, all of the assets of the Company relating to the Business (except as may be excluded as set forth herein), on the terms and subject to the conditions set forth in this Agreement; and
- C. Buyer is willing to assume all of the liabilities of the Company (except as may be excluded as set forth herein), on the terms and subject to the conditions set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth herein, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE I PURCHASE AND SALE OF ASSETS

1.1 Purchase and Sale of Assets

(a) On the terms and subject to the conditions of this Agreement, effective as of the Closing, the Company will sell, assign, transfer, convey, and deliver to Buyer, and Buyer will purchase and acquire from the Company, free and clear of any Encumbrances, except for Permitted Encumbrances, all of the Company’s right, title, and interest in and to all rights, properties and assets of every kind owned, held, used, developed, conceived, licensed or offered by the Company in connection with the Business, except Excluded Assets, including the following assets (collectively, the “*Transferred Assets*”):

(ii) All Intellectual Property Rights owned by the Company, including the Intellectual Property Rights described in subsection (ii) of Schedule 1.1(a);

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first above written.

CLEARRESULT EAST OPERATING, LLC

By: *G. A. Garland*
Name: Glenn Garland
Title: President

CLEARRESULT CONSULTING INC.

By: *G. A. Garland*
Name: Glenn Garland
Title: Chief Executive Officer

**CONSERVATION SERVICES GROUP,
INC.**

By: 
Name: Stephen L. Cowell
Title: Chief Executive Officer

[Signature Page to Asset Purchase Agreement]

**TRADEMARK
REEL: 005704 FRAME: 0064**

Schedule 1.1(a)(ii)

Intellectual Property

Trademarks

Registration No.	Issue Date	Mark
3548869	12/23/2008	CONSERVATION SERVICES GROUP
4099595	2/14/2012	ENERGYMEASURE
3929459	3/8/2011	REALHOMEANALYZER
Pending	Pending	EMEASURE

Domain Names

Domain Name	Account Location
ac-quality.com	Network Solutions
amerenallieshvac.com	Network Solutions
becoolamerica.com	Network Solutions
becoolamerica.org	Network Solutions
conservationservicesgroup.com	Network Solutions
conservationservicesgroup.info	Network Solutions
conservationservicesgroup.net	Network Solutions
conservationservicesgroup.org	Network Solutions
csg-mail.com	Network Solutions
csgapps.com	Network Solutions
csggrp.com	Network Solutions
energymeasure.com	Network Solutions
energymeasure.net	Network Solutions
energymeasure.org	Network Solutions
energymeasures.net	Network Solutions
energymeasures.org	Network Solutions
enetgreen.com	Network Solutions
macoolsmart.com	Network Solutions
macoolsmart.net	Network Solutions
mycoolsmart.com	Network Solutions
realcoolanalyzer.com	Network Solutions
realcoolanalyzer.net	Network Solutions
realhomeanalyzer.com	Network Solutions
realhomeanalyzer.net	Network Solutions
realhomeanalyzer.org	Network Solutions
ricoolsmart.com	Network Solutions
soltrex.com	Network Solutions