

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM424118

| | |
|------------------------------|--|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the state of incorporation of the assignee previously recorded on Reel 005722 Frame 0391. Assignor(s) hereby confirms the assignment of all Assignor's rights, title and interests in the trademarks. |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------|----------|----------------|-------------------------------------|
| Builders Energy Rater, LLC | | 01/22/2016 | Limited Liability Company: TEXAS |

RECEIVING PARTY DATA

| | |
|--------------------------|----------------------------------|
| Name: | BER Energy Services, LLC |
| Street Address: | 495 S. High Street |
| Internal Address: | Suite 50 |
| City: | Columbus |
| State/Country: | OHIO |
| Postal Code: | 43215 |
| Entity Type: | Limited Liability Company: TEXAS |

PROPERTY NUMBERS Total: 4

| Property Type | Number | Word Mark |
|-----------------------------|----------|------------------------------|
| Serial Number: | 85666360 | BER |
| Registration Number: | 4483382 | B U I L D E R S ENERGY RATER |
| Registration Number: | 4483381 | BUILDERS ENERGY RATER |
| Registration Number: | 4331706 | CE3 |

CORRESPONDENCE DATA

Fax Number: 2162410816

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.

Phone: 216-622-8200

Email: ipdocket@calfee.com

Correspondent Name: Calfee, Halter & Griswold LLP

Address Line 1: 1405 East Sixth Street

Address Line 2: The Calfee Building

Address Line 4: Cleveland, OHIO 44114-1607

ATTORNEY DOCKET NUMBER: 28450/04322

NAME OF SUBMITTER: Ryan W. Falk

CH \$115.00 85666360

| | |
|--|----------------|
| SIGNATURE: | /Ryan W. Falk/ |
| DATE SIGNED: | 04/18/2017 |
| Total Attachments: 9 source=04282534#page1.tif source=04282534#page2.tif source=04282534#page3.tif source=04282534#page4.tif source=04282534#page5.tif source=04282531#page1.tif source=04282531#page2.tif source=04283299#page1.tif source=04283299#page2.tif | |

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| TRADEMARK ASSIGNMENT COVER SHEET |
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Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM371662

| | | | |
|---|--|------------------------------|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Builders Energy Rater, LLC | | 01/22/2016 | LIMITED LIABILITY COMPANY: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | BER Energy Services, LLC | | |
| Street Address: | 495 S. High Street | | |
| Internal Address: | Suite 50 | | |
| City: | Columbus | | |
| State/Country: | OHIO | | |
| Postal Code: | 43215 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85666360 | BER | |
| Registration Number: | 4483382 | B U I L D E R S ENERGY RATER | |
| Registration Number: | 4483381 | BUILDERS ENERGY RATER | |
| Registration Number: | 4331706 | CE3 | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2162410816 | | |
| <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: | 216-622-8200 | | |
| Email: | ipdocket@calfee.com | | |
| Correspondent Name: | Calfee, Halter & Griswold LLP | | |
| Address Line 1: | 1405 East Sixth Street | | |
| Address Line 2: | The Calfee Building | | |
| Address Line 4: | Cleveland, OHIO 44114-1607 | | |
| ATTORNEY DOCKET NUMBER: | 28450/04287 | | |
| NAME OF SUBMITTER: | Ryan W. Falk | | |
| SIGNATURE: | /Ryan W. Falk/ | | |
| DATE SIGNED: | 02/01/2016 | | |

CH \$115.00 85666360

900352742

TRADEMARK
REEL: 005722 FRAME: 0391
TRADEMARK
REEL: 006036 FRAME: 0977

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement") is entered into as of January 22, 2016 (the "Effective Date") by and between Builders Energy Rater, LLC, a Texas limited liability company ("Assignor"), and BER Energy Services, LLC, a ~~Delaware~~ ^{Texas} limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of the date hereof (the "Purchase Agreement"), which provides, among other things, that Assignee is acquiring substantially all of the assets of Assignor and is a successor to Assignor's business; and

WHEREAS, Assignor desires to assign to Assignee all of Assignor's rights, title and interests in all of its Intellectual Property Rights (as the term is defined in the Purchase Agreement), and Assignee desires to accept the assignment of such Intellectual Property Rights from Assignor, subject to the terms and conditions of the Purchase Agreement and this Agreement.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, its successors, assigns or other legal representatives, all of Assignor's worldwide right, title and interest in and to: (i) all trademarks, service marks, trade dress, brand names and trade names worldwide that are owned by Assignor and used in or useful to the operation of its business, including, but not limited to, those identified on Schedule A attached hereto, (collectively, the "Marks"); (ii) all registrations and applications for registration of the Marks worldwide, including, but not limited to, the trademark registration identified on Schedule B attached hereto; (iii) all income, royalties, damages and payments now or hereafter due or payable with respect to the Marks worldwide; (iv) all rights of action arising from the Marks worldwide, including, but not limited to, all claims for damages by reason of past, present and future infringement of the Marks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made; and (v) the goodwill of the business symbolized by the Marks.

Assignor covenants and agrees that it will, at any time upon written request by Assignee, do everything reasonable to aid Assignee, its successors, assigns or other legal representatives to document, effectuate or protect the ownership rights assigned herein, all without further consideration, but at the expense of Assignee, its successors, assigns or other legal representatives.

In witness whereof, Assignor has executed this Trademark Assignment Agreement as of the Effective Date.

ASSIGNEE:

BER ENERGY SERVICES, LLC

By: 
Name: Michael T. Miller
Title: EVP and CFO

ASSIGNOR:

BUILDERS ENERGY RATER, LLC

VALRO ENTERPRISES, INC., its manager

By: _____
Name: Ross E. Bacon
Title: CEO and CFO

[Signature Page to Trademark Assignment Agreement]

In witness whereof, Assignor has executed this Trademark Assignment Agreement as of the Effective Date.

ASSIGNEE:

BER ENERGY SERVICES, LLC

By: _____


Name: Michael T. Miller

Title: EVP and CFO

ASSIGNOR:

BUILDERS ENERGY RATER, LLC

VALRO ENTERPRISES, INC., its manager

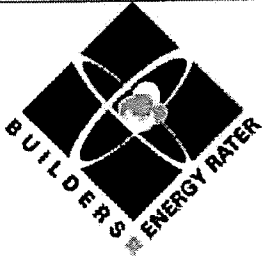

By:  _____

Name: Ross E. Bacon

Title: CEO and CFO

[Signature Page to Trademark Assignment Agreement]

SCHEDULE A

| MARKS |
|---|
| <p data-bbox="683 506 927 600">BER</p> |
|  |
| <p data-bbox="509 1094 1105 1142">BUILDERS ENERGY RATER</p> |
|  |
| <p data-bbox="496 1562 919 1589">ONE SOURCE MULTIPLE SOLUTIONS</p> |

SCHEDULE B

TRADEMARK REGISTRATION

| Trademark | Filing Date | Application No. | Registration Date | Registration No. | Status |
|---|-------------|-----------------|-------------------|------------------|----------------|
| BER | 7/1/2012 | 85/666,360 | N/A | N/A | Dead-Abandoned |
| B U I L D E R S ENERGY RATER & DESIGN | 7/1/2012 | 85/666,359 | 2/18/2014 | 4,483,382 | Live |
| BUILDERS ENERGY RATER | 7/1/2012 | 85/666,356 | 2/18/2014 | 4,483,381 | Live |
| CE3 & DESIGN | 9/7/2012 | 85/723233 | 5/7/2013 | 4,331,706 | Live |

{03385068.DOCX;3 }

**DECLARATION OF BER ENERGY SERVICES, LLC TO CORRECT
TYPOGRAPHICAL ERROR IN RECORDED ASSIGNMENT DOCUMENT
UNDER TMEP § 503.06(b)**

1. I, Michael T. Miller, declare that I am the Executive Vice President and Chief Financial Officer of BER Energy Services, LLC, a Texas limited liability company, with a principal place of business at 8135 Bracken Creek, San Antonio, TX 78266, and that I am authorized to make this declaration on behalf of BER Energy Services, LLC. This declaration is based on my personal knowledge of the facts asserted herein and/or the business records of BER Energy Services, LLC.

2. BER Energy Services, LLC acquired certain U.S. trademark registrations (i.e., U.S. Trademark Registration Nos. 4,483,382, 4,483,381, and 4,331,706) from Builders Energy Rater, LLC pursuant to that certain Trademark Assignment Agreement between BER Energy Services, LLC and Builders Energy Rater, LLC, effective January 22, 2016 (the “Trademark Assignment”).

3. In the Trademark Assignment, BER Energy Services, LLC was mistakenly identified as a Delaware limited liability company due to a clerical error.

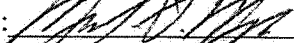
4. BER Energy Services, LLC is currently a Texas limited liability company and was a Texas limited liability company on January 22, 2016, the effective date of the Trademark Assignment.

5. BER Energy Services, LLC is filing a corrected assignment herewith for recordation with the United States Patent and Trademark Office, Trademark Assignment Database, that properly identifies BER Energy Services, LLC as a Texas limited liability company and requests that the Assignment Recordation Branch of the United States Patent and Trademark Office record the corrective assignment.

I hereby declare under penalty of perjury that all statements made herein of my own knowledge are true; that all statements made herein on information and belief are believed to be true; and further that the statements were made with the knowledge that willful false statements and the like are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this document and the application to which it relates or any registration resulting therefrom.

BER ENERGY SERVICES, LLC

Date: 4/15/17

By: 

Name: Michael T. Miller

Title: Executive Vice President and

Chief Financial Officer

Total Attachments: 5

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