

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM443643

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Intellectual Property Distribution Agreement		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CleanChoice Energy Retail Holdings, LLC		09/01/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Ethical Electric Holdings, Inc.		
Street Address:	1055 THOMAS JEFFERSON ST., NW, SUITE 650		
City:	Washington		
State/Country:	D.C.		
Postal Code:	20007		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4806410	CLEAN ENERGY OPTION	
Registration Number:	4480645		
Registration Number:	4279273	YOU ONLY HAVE ONE POWER BILL... USE IT W	
Registration Number:	4409399	ETHICAL ELECTRIC YOU HAVE THE POWER	
Registration Number:	4355651	ETHICAL ELECTRIC	
CORRESPONDENCE DATA			
Fax Number:	2026638000		
<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:	2026638000		
Email:	dctm@pillsburylaw.com		
Correspondent Name:	Patrick J. Jennings		
Address Line 1:	1200 Seventeenth Street, NW		
Address Line 4:	Washington, D.C. 20036		
ATTORNEY DOCKET NUMBER:	022726-0445829		
NAME OF SUBMITTER:	Patrick J. Jennings		
SIGNATURE:	/Pat Jennings/		
DATE SIGNED:	09/19/2017		

CH \$140.00 4806410

Total Attachments: 3

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Intellectual Property Distribution Agreement

This Intellectual Property Distribution Agreement, dated as of September 1, 2017, is made by and between CleanChoice Energy Retail Holdings, LLC, a Delaware limited liability company ("**Company**"), and Ethical Electric Holdings, Inc., a Delaware corporation ("**Recipient**").

WHEREAS, the Manager of the Company, a wholly owned subsidiary of the Recipient, has authorized and directed the Company to distribute its right, title, and interest in certain intellectual property of the Company (described below) to the Recipient, and

WHEREAS, the Company wishes to document such distribution.

NOW THEREFORE, the Company hereby authorizes and directs the distribution to Recipient described below.

1. Distribution of Intellectual Property. Company hereby irrevocably distributes to the Recipient, all of Company's right, title, and interest in and to the following:

(a) the trade secrets and associated software set forth on Schedule 1 hereto (the "**Trade Secrets**") and any confidentiality or nondisclosure agreements between any third party and the Company, to the extent any such confidentiality or nondisclosure agreements are assignable, in which such third party is under an obligation of confidentiality with respect to the Trade Secrets;

(b) all rights of any kind whatsoever of the Company accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world;

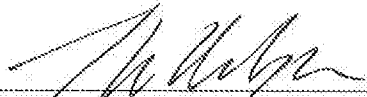
(c) any and all royalties, fees, income, payments, and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and

(d) any and all claims and causes of action, with respect to any of the foregoing, whether accruing before, on, or after the date hereof, including all rights to and claims for damages, restitution, and injunctive and other legal and equitable relief for past, present, and future misappropriation, violation, misuse, breach, or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Intellectual Property Distribution Agreement as of the date first above written.

CLEANCHOICE ENERGY RETAIL HOLDINGS, LLC

By: 

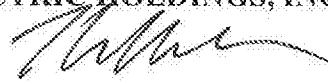
Name: Thomas Metzger

Title: CEO

Address for Notices:
CleanChoice Energy Retail Holdings, LLC
1055 Thomas Jefferson St. NW #650
Washington, DC 20007
ATTN: Chief Financial Officer

AGREED TO AND ACCEPTED:

ETHICAL ELECTRIC HOLDINGS, INC.

By: 
Thomas Metzger

Name: CEO

Title:

Address for Notices:
Ethical Electric Holdings, Inc.
1055 Thomas Jefferson St. NW #650
Washington, DC 20007
ATTN: Chief Financial Officer

SCHEDULE 1

TRADE SECRETS

1. Database of target customer lists.
2. MegaVolt computer software, that consists of a custom technology implementation that integrates proprietary, public, and licensed data sets and generates analytical and metadata resulting from those data sets, as well as ongoing, private expense marketing operations; and whose confidential business operations contains commercial, financial, and modeling data that are directed to proprietary algorithms and program code for use with the database of target customer lists.