

REGISTERED LIMITED LIABILITY COMPANY

No Filing Fee

ID Number 738762

STATEMENT OF CHANGE OF ADDRESS OF THE RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11(c)(1) of the General Laws, 1956, as amended, the undersigned resident agent, or the person signing on behalf of the resident agent, submits the following statement for the purpose of changing the agent's address within this state:

1. The name of the limited liability company is:

Sprague Operating Resources LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

10 Dorrance Street, Suite 530, Providence, RI 02903

3. The NEW address of the resident agent is:

450 Veterans Memorial Parkway, Suite 7A, East Providence, RI 02914

4. The change of address of the resident agent shall become effective upon the filing of this statement, or on

(a date not prior to, nor more than 30 days after, the filing of this Statement)

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 6/14/13

Kenneth J. Uva, Vice President

Print Name of Resident Agent

Kenneth J. Uva

Signature

FILED

JUN 17 2013

BY _____



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

