



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

03-19-2007



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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ed original documents or copy thereof.

To the Honorable Commissioner c

3-14-07

1. Name of conveying party(ies):

ERS Operations, LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 03/09/07

2. Name and address of receiving party(ies)

Name: PNC Bank, National Association

Internal Address:

Street Address: 249 Fifth Ave, One PNC Plaza

City: Pittsburgh State: PA Zip: 15222

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,562,894

Additional number(s) attached Yes No

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

Name: Melissa A. Kistorick, Paralegal

Internal Address:

Street Address: Thorp Reed & Armstrong, LLP

One Oxford Centre, 301 Grant Street, 14th Fl.

City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jenifer S. Tarasi, Esquire Name of Person Signing

Signature

03/09/07 Date

6

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

03/16/2007 DDYRNE 00000001 2562894

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 02 FC:8522

40.00 OP 150.00 OP

4. B Additional Trademark Registration Nos.

2,256,893
2,481,559
2,520,991
2,523,327
3,008,841
2,913,859

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, ERS Operations, LLC, a Delaware limited liability company (the "Grantor"), has adopted, used and is using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to (i) a certain Credit Agreement (Domestic), dated of even date herewith, by and among the Borrower (as defined in the Credit Agreement (Domestic) (as hereinafter defined)), the Guarantors (as defined in the Credit Agreement (Domestic)), PNC Bank, National Association ("PNC Bank"), and various other financial institutions from time to time (PNC Bank and such other financial institutions are each a "Bank" and collectively, the "Banks"), PNC Bank, as agent for the Banks (in such capacity, the "Agent") (as amended, modified, supplemented or restated from time to time, the "Credit Agreement (Domestic)") and (ii) a certain Credit Agreement (Export Related), dated of even date herewith, by and among the Borrowers (as defined in the Credit Agreement (Export Related) (as hereinafter defined)), the Guarantors (as defined in the Credit Agreement (Export Related)), the Banks and the Agent (as amended, modified, supplemented or restated from time to time, the "Credit Agreement (Export Related)") (the Credit Agreement (Domestic) and the Credit Agreement (Export Related) are collectively, the "Credit Agreements"), the Grantor has entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Agent; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Agent (for its benefit and for the benefit of the Banks), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreements).

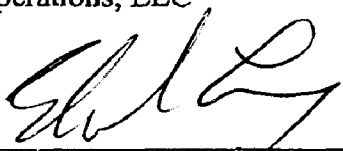
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantor does hereby confirm its grant to the Agent (for its benefit and for the benefit of the Banks) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent (for its benefit and for the benefit of the Banks) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice.

The Agent's address is 249 Fifth Avenue, One PNC Plaza, Pittsburgh, Pennsylvania 15222.

IN WITNESS WHEREOF, the Grantor has caused this Notice of Security Interest to be duly executed on the 8th day of March, 2007.

ERS Operations, LLC

By: 
Name: Edward Levy
Title: president

ACKNOWLEDGMENT

STATE/Commonwealth of NEW YORK)
)
COUNTY OF KINGS)

SS:

On this, the 8 day of MARCH, 2007 before me, a Notary Public, the undersigned officer, personally appeared EDWARD LEVY, who acknowledged himself/herself to be the PRESIDENT of ERS Operations, LLC, a Delaware limited liability company (the "Company"), and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carol A. Zelinski

Notary Public
CAROL A. ZELINSKI
Notary Public, State of New York
No. 01ZE6007991
Qualified in Kings County
Commission Expires June 1, 2010

My Commission Expires: 6/1/10

Schedule A

Trademarks

	Registration No.	Registration Date
FUNDINGFACTORY	2,562,894	23-Apr-02
Funding Factory & Design	2,256,893	23-Apr-02
Connecting Community, Education and Environment	2,481,559	28-Aug-01
MAXBACK & Design	2,520,991	18-Dec-01
MAXBACK	2,523,327	25-Dec-01
Environmental Reclamation Services, Inc. & Design	3,008,841	25-Oct-05
Aval-Dot design	2,913,859	21-Dec-04