

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement Supplement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AESI Holdings, Inc.		03/28/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Royal Bank of Scotland plc		
Street Address:	36 St. Andrew Square		
City:	Edinburgh		
State/Country:	UNITED KINGDOM		
Postal Code:	EH2 2YB		
Entity Type:	Banking Institute: UNITED KINGDOM		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78882751	AZURA ENERGY SYSTEMS	
Serial Number:	78888371	AZURA ENERGY SYSTEMS, INC.	
Serial Number:	77065835	AZURA	
Serial Number:	77301386	AZURA	
CORRESPONDENCE DATA			
Fax Number:	(713)222-3291		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(713) 221-3306		
Email:	constance.rhebergen@bgllp.com		
Correspondent Name:	Constance Gall Rhebergen		
Address Line 1:	P.O. Box 61389		
Address Line 4:	Houston, TEXAS 77208-1389		
ATTORNEY DOCKET NUMBER:	071860.000064 78882751		
DOMESTIC REPRESENTATIVE			

OP \$115.00 78882751

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Constance Gall Rhebergen

Signature:

/constance gall rhebergen/

Date:

05/22/2008

Total Attachments: 4

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TRADEMARK SECURITY AGREEMENT SUPPLEMENT

WHEREAS, AESI HOLDINGS, INC., a Delaware corporation (herein referred to as the "Debtor"), having an address at 2800 Post Oak Boulevard Suite 2000, Houston, Texas 77056, (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, AESI Holdings, Inc., a Delaware corporation (the "Parent"), has entered into a Senior Multicurrency Term and Revolving Facilities Agreement dated as of March 28, 2008 (as amended, restated or otherwise modified from time to time, the "Facilities Agreement") with (1) The Royal Bank of Scotland plc, in its capacity as Mandated Lead Arrange, Agent, Issuing Bank, Original Lender and Security Trustee (in such capacity, the "Security Trustee") for itself and the other Secured Parties (as defined in the hereinafter defined Security Agreement), (2) the Original Guarantors (as defined therein) and (3) the Original Lenders (as defined therein).

WHEREAS, in connection with the Facilities Agreement, the Parent, the Debtor, and certain other subsidiaries of the Parent have entered into a Security Agreement (as amended or otherwise modified from time to time, the "Security Agreement") in favor of the Security Trustee, pursuant to which the Debtor has granted to the Security Trustee, for the benefit of the Secured Parties, a security interest in all right, title and interest of the Debtor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by Debtor, and all reissues, extensions or renewals thereof, all Trademark Licenses (as defined in the Security Agreement) and all proceeds thereof, including, without limitation, any claims by the Debtor against third parties for infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Debtor does hereby further confirm, and put on the public record, its grant to the Security Trustee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Security Trustee with respect to the grant of, security interest in and mortgage on the Collateral made 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 herein.

The Security Trustee's address is 36 St. Andrew Square, Edinburgh EH2 2YB.

[Signature page follows.]

IN WITNESS WHEREOF, AESI Holdings, Inc. has duly executed or caused this Supplement to the Security Agreement to be duly executed as of March 28, 2008.

AESI HOLDINGS, INC.

By: 
Name: Tom Williams
Title: Chief Financial Officer, Treasurer and Secretary

Signature Page to Trademark Security Agreement Supplement – AESI Holdings, Inc.

**TRADEMARK
REEL: 003781 FRAME: 0654**

**SCHEDULE 1-A TO THE
TRADEMARK SECURITY AGREEMENT SUPPLEMENT**

Trademark	Serial No.	Filing Date	Country
Azura Energy Systems	78882751	May 12, 2006	United States
Azura Energy Systems	828847002	November 13, 2006	Brazil
Azura Energy Systems	1324822	November 14, 2006	Canada
Azura Energy Systems	5720562	November 13, 2006	China
Azura Energy Systems	5461331	November 13, 2006	European Community
Azura Energy Systems, Inc. (stylized)	78888371	May 19, 2006	United States
Azura Energy Systems, Inc. (stylized)	828849293	November 17, 2006	Brazil
Azura Energy Systems, Inc. (stylized)	1325178	November 15, 2006	Canada
Azura Energy Systems, Inc. (stylized)	5735901	November 20, 2006	China
Azura Energy Systems, Inc. (stylized)	5461421	November 13, 2006	European Community
Azura (stylized)	77065835	December 16, 2006	United States
Azura (stylized)	829195378	June 18, 2007	Brazil
Azura (stylized)	829195025	June 18, 2007	Brazil
Azura (stylized)	2458602	June 15, 2007	United Kingdom
Azura (stylized)	6014161	June 18, 2007	European Community
Azura (stylized)	862058	June 15, 2007	Mexico
Azura (stylized)	862060	June 15, 2007	Mexico
Azura	77301386	October 11, 2007	United States

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