

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Environmental Support Solutions, Inc.		10/22/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	Harvard Investments, Inc.
Street Address:	17700 N. Pacesetter Way
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION:

Name:	Krumwiede Revocable Living Trust u/a/d August 22, 1994
Street Address:	17700 N. Pacesetter Way
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	TRUST:

Name:	CLK, Inc.
Street Address:	17700 N. Pacesetter Way
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION:

Name:	Horizon Capital Holdings, Inc.
Street Address:	759 Victoria Square
Internal Address:	Suite 600
City:	Montreal

CH \$490.00 3345977

State/Country:	CANADA
Postal Code:	H2Y 2K3
Entity Type:	CORPORATION:

Name:	B&B Investments Projects Group, LLC
Street Address:	2375 E. Camelback Rd.
Internal Address:	Suite 780
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85016
Entity Type:	LIMITED LIABILITY COMPANY:

Name:	DCA Capital Advisors LP
Street Address:	3721 Douglas Blvd.
Internal Address:	Suite 350
City:	Roseville
State/Country:	CALIFORNIA
Postal Code:	95661
Entity Type:	LIMITED PARTNERSHIP:

Name:	Graham Capital Group LLC
Street Address:	1133 164th Street SW
Internal Address:	Suite 107
City:	Lynwood
State/Country:	WASHINGTON
Postal Code:	98037
Entity Type:	LIMITED LIABILITY COMPANY:

Name:	Garner Investments, Inc.
Street Address:	PO Box 675866
City:	Rancho Santa Fe
State/Country:	CALIFORNIA
Postal Code:	92067
Entity Type:	CORPORATION:

Name:	James Clark
Street Address:	8191 River Road
City:	Richmond BC
State/Country:	CANADA
Postal Code:	V6X 1X8

Entity Type:	INDIVIDUAL:
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Name:	Lippman Family Trust u/t/d March 7, 2007
Street Address:	7426 E. Stetson Dr.
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85251
Entity Type:	TRUST:

Name:	Lippman Investment Group LLC
Street Address:	7426 E. Stetson Dr.
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85251
Entity Type:	LIMITED LIABILITY COMPANY:

Name:	Grayhawk Venture Fund I, LP
Street Address:	5050 N. 40th St.
Internal Address:	Suite 310
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85018
Entity Type:	LIMITED PARTNERSHIP:

Name:	Robert Johnson
Street Address:	1620 W. Fountainhead Pkwy
Internal Address:	Suite 100
City:	Tempe
State/Country:	ARIZONA
Postal Code:	85282
Entity Type:	INDIVIDUAL:

Name:	Ian Achterkirch
Street Address:	1620 W. Fountainhead Pkwy
Internal Address:	Suite 100
City:	Tempe
State/Country:	ARIZONA
Postal Code:	85282
Entity Type:	INDIVIDUAL:

Name:	Scott Gilbert
Street Address:	1620 W. Fountainhead Pkwy
Internal Address:	Suite 100
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85282
Entity Type:	INDIVIDUAL:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	3345977	COMPLIANCE MESSENGER
Registration Number:	3238267	
Registration Number:	3360391	ESS
Registration Number:	3319413	ESS
Registration Number:	2914650	EZ MANIFEST II
Registration Number:	3121475	ESSENTIAL SUITE
Registration Number:	2949445	WEBCOMPLY
Registration Number:	2610854	ERECORD VAULT.COM
Registration Number:	2619633	ENVIRON.COM
Registration Number:	2161096	COMPLIANCE SUITE
Registration Number:	2106923	REFRIGERANT JOURNAL SOFTWARE
Registration Number:	2369840	
Registration Number:	2313157	INFOBOOK
Registration Number:	2343952	ESSENTIAL TECHNOLOGIES
Registration Number:	2040122	PC COMPLIANCE
Registration Number:	1835312	PLANTWARE
Registration Number:	1819427	F.E.M.S.
Serial Number:	77291478	TEMS
Serial Number:	77291446	TOTAL EMISSIONS MANAGEMENT SOLUTION

CORRESPONDENCE DATA

Fax Number: (602)664-2091
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademarks@omlaw.com
 Correspondent Name: Jonathan F. Ariano
 Address Line 1: 2929 N. Central Ave.
 Address Line 2: Suite 2100

Address Line 4: Phoenix, ARIZONA 85012

ATTORNEY DOCKET NUMBER:

12287.9

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Jonathan F. Ariano

Signature:

/jonathan.f.ariano/

Date:

11/04/2008

Total Attachments: 7

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of October 22, 2008, is executed by Environmental Support Solutions, Inc., an Arizona corporation ("Debtor"), in favor of the Secured Parties (as defined in the Subordinate Security Agreement (as defined below)).

A. Pursuant to a Security Agreement, dated as of October 22, 2008 (the "Security Agreement"), executed by Debtor in favor of the Secured Parties, Debtor has secured its Obligations (as defined in the Security Agreement) under certain Promissory Notes of even date herewith.

B. Debtor owns the registered trademarks, and/or applications for registered trademarks (including intent-to-use trademarks), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Schedules 1-A and 1-B hereof constitute a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Security Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to the Secured Parties, in accordance with the provisions of Section 9.9 of the Security Agreement, of any addition or change which is necessary to be made to Schedules 1-A and 1-B in order to maintain such schedules' completeness or accuracy, and, further, Debtor shall provide such notice within a reasonable period of time following the date of the event that is the basis for such addition or change, but in no case later than thirty (30) days following the date of such event.

D. Debtor hereby grants the Secured Parties a security interest in all right, title and interest of Debtor in and to the Trademarks, together with any renewals thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to the Secured Parties a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement.

Upon termination of the security interest granted pursuant to the Security Agreement, the security interest granted herein shall terminate and all rights to the Trademarks and the Collateral shall revert to Debtor.

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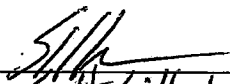
Secured Parties' addresses are set forth on Annex A hereto.

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IN WITNESS WHEREOF, Debtor has caused this Grant of Security Interest in Trademarks to be executed as of the day and year first above written.

COMPANY:

Environmental Support Solutions Inc., an Arizona corporation

By: 
Name: Scott Gilbert

Address: 1620 W Greenfield Hwy Suite 100 Tempe AZ 85282
Fax: 480-396-5597

ANNEX A

Secured Party Name and Notice Address:

Harvard Investments Inc., a Nevada corporation
17700 N. Pacesetter Way
Scottsdale, AZ 85255

Graig L. Krumwiede, Trustee
Krumwiede Revocable Living Trust u/a/d August 22, 1994
17700 N. Pacesetter Way
Scottsdale, AZ 85255

CLK Inc.
17700 N. Pacesetter Way
Scottsdale, AZ 85255

Horizon Capital Holdings, Inc.
759 Victoria Square, Suite 600
Montreal, Quebec H2Y 2K3

B&B Investments Projects Group, LLC, an Arizona limited liability company
2375 E. Camelback Rd., Suite 780
Phoenix, AZ 85016

DCA Capital Advisors LP
3721 Douglas Blvd., Suite 350
Roseville, CA 95661

Graham Capital Group
1133 164th Street SW, Suite 107
Lynnwood, WA 98037

Garner Investments, Inc.
PO Box 675866
Rancho Santa Fe, CA 92067

James Clark
8191 River Road
Richmond, BC Canada V6X 1X8

Brent Lippman, Trustee
Lippman Family Trust u/t/d March 7, 2007
7426 E. Stetson Dr.
Scottsdale, AZ 85251

Lippman Investment Group LLC
7426 E Stetson Dr.
Scottsdale, AZ 85251

Grayhawk Venture Fund I, LP, a Delaware limited partnership
5050 N. 40th St., Ste 310
Phoenix, AZ 85018

Robert Johnson
1620 W Fountainhead Pkwy, Suite 100
Tempe, AZ 85282

Ian Achterkirch
1620 W. Fountainhead Pkwy, Suite 100
Tempe, AZ 85282

Scott Gilbert
1620 W. Fountainhead Pkwy, Suite 100
Tempe, AZ 85282

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>	<u>Date of Issuance</u>
COMPLIANCE MESSENGER (word)	3345977	11/27/2007
Ball Figure (design)	3238267	5/1/2007
ESS (design)	3360391	12/25/2007
ESS (word)	3319413	10/23/2007
EZ MANIFEST II (word)	2914650	12/28/2004
ESSENTIAL SUITE (word)	3121475	7/25/2006
WEBCOMPLY (word)	2949445	5/10/2005
ERECORD VAULT.COM (word)	2610854	8/20/2002
ENVIRON.COM (word)	2619633	9/17/2002
COMPLIANCE SUITE (word)	2161096	5/26/1998
REFRIGERANT JOURNAL SOFTWARE (word)	2106923	10/21/1997
Circle and Triangle Figure (design)	2369840	7/25/2000
INFOBOOK (word)	2313157	2/1/2000
ESSENTIAL TECHNOLOGIES (word)	2343952	4/18/2000
PC COMPLIANCE (design)	2040122	2/25/1997
PLANTWARE (word)	1835312	5/10/1994
F.E.M.S. (word)	1819427	2/1/1994

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TRADEMARK
REEL: 003882 FRAME: 0790

SCHEDULE I-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Serial Number</u>	<u>Date of Filing</u>
TEMS (word)	77291478	9/28/2007
TOTAL EMISSIONS MANAGEMENT SOLUTION (word)	77291446	9/28/2007

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