

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 Systems Products Holdings Inc.		11/09/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	15910 Ventura Boulevard, Suite 1712
Internal Address:	Commercial Banking Group
City:	Encino
State/Country:	CALIFORNIA
Postal Code:	91436
Entity Type:	Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2922076	ACCUSCAN
Registration Number:	2962956	DRIVING TOWARD A CLEANER, SAFER FUTURE
Registration Number:	2287365	ENVIROTEST
Registration Number:	3017003	ESP
Registration Number:	3014648	ESP
Registration Number:	2284859	
Registration Number:	3435045	RAPIDPASS
Registration Number:	2219658	SYSTEM 1
Registration Number:	2914280	THE ONLY SOLUTION IN EMISSIONS TESTING YOU CAN COUNT ON
Registration Number:	2962955	USING OUR RESOURCES TO HELP PRESERVE THE WORLD
Registration Number:	3341712	SAM

OP \$315.00 2922076

Registration Number:

3336908

SAM

CORRESPONDENCE DATA

Fax Number: (804)698-2065

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: zcohen@mcguirewoods.com

Correspondent Name: Zachary Cohen

Address Line 1: 901 East Cary Street

Address Line 2: McGuireWoods LLP

Address Line 4: Richmond, VIRGINIA 23219

ATTORNEY DOCKET NUMBER:

2057728-0004

NAME OF SUBMITTER:

Zachary D. Cohen

Signature:

/Zachary D. Cohen/

Date:

11/17/2010

Total Attachments: 7

source=Trademark Security Agreement#page1.tif

source=Trademark Security Agreement#page2.tif

source=Trademark Security Agreement#page3.tif

source=Trademark Security Agreement#page4.tif

source=Trademark Security Agreement#page5.tif

source=Trademark Security Agreement#page6.tif

source=Trademark Security Agreement#page7.tif

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Agreement") is dated as of November 9, 2010, and entered into by and between ENVIRONMENTAL SYSTEMS PRODUCTS HOLDINGS INC., a Delaware corporation ("Grantor"), and U.S. BANK NATIONAL ASSOCIATION ("Bank"), in connection with the Guaranty Agreement described below.

RECITALS:

WHEREAS, ENVIROTEST SYSTEMS CORP., a Delaware corporation, ENVIRONMENTAL SYSTEMS PRODUCTS, INC., a Delaware corporation, and ENVIROTEST WISCONSIN, L.L.C., a Wisconsin limited liability company (each a "Borrower" and, collectively, the "Borrowers") are indebted to Bank pursuant to that certain Credit Agreement dated as of even date hereof (as amended, restated, or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, in connection with the Credit Agreement, Grantor has entered into that certain Guaranty Agreement dated as of even date hereof (as amended, restated, or otherwise modified from time to time, the "Guaranty Agreement");

WHEREAS, the parties wish to provide for the terms and conditions upon which the "Guarantor's Obligations" (as defined in the Guaranty Agreement) shall be secured by the Trademark Collateral (as defined below); and

WHEREAS, this Agreement is made to secure the Secured Obligations (as defined below) and in consideration of advances, credit or other financial accommodations now or hereafter being afforded to the Borrowers by Bank.

NOW, THEREFORE, for valuable consideration hereby acknowledged, the parties agree as follows:

SECTION 1. DEFINITIONS; RULES OF CONSTRUCTION

1.1. Definitions. Initially capitalized terms used but not defined herein have the respective meanings set forth in the Credit Agreement. As used herein, the following terms have the meanings set forth below:

"Marks" means any trademarks, trade names, corporate names, company names, business names, trade styles, trade dress, service marks, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof and any applications in connection therewith, including registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country.

"Secured Obligations" means the payment and performance of: (a) all present and future "Obligations" as defined in the Credit Agreement, (b) all obligations of Grantor under this Agreement; and (c) all obligations of Grantor under the Loan Documents to which Grantor is now or hereafter becomes a party, including without limitation, all the "Guarantor's Obligations" under the Guaranty Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first written above.

GRANTOR:

ENVIRONMENTAL SYSTEMS PRODUCTS
HOLDINGS INC.,
a Delaware corporation

By: 

Name: Mark San Fratello

Title: President & CEO

TRADEMARK SECURITY AGREEMENT
Signature Page

118793186

TRADEMARK
REEL: 004416 FRAME: 0429

BANK:

U.S. BANK NATIONAL ASSOCIATION

By: *Christopher M. Saidana*
Name: Christopher M. Saidana
Title: Vice President

TRADEMARK SECURITY AGREEMENT
Signature Page

118793186

TRADEMARK
REEL: 004416 FRAME: 0430

SCHEDULES
TO
TRADEMARK SECURITY AGREEMENT
by and between
U.S. BANK NATIONAL ASSOCIATION
and
ENVIRONMENTAL SYSTEMS PRODUCTS HOLDINGS INC.,
a Delaware corporation


The attached disclosure schedules (these "Schedules") contain certain information relating to Environmental Systems Products Holdings Inc., a Delaware corporation ("Holdings") and relating to that certain Trademark Security Agreement (the "Trademark Security Agreement"), dated as of November 9, 2010, by and between Holdings and U.S. Bank National Association ("Bank"). Capitalized terms used in these Schedules but not defined herein have the meanings given to such terms in the Trademark Security Agreement. Headings and captions in these Schedules are for convenience of reference only and in no way modify, affect, or are to be considered in construing or interpreting any information provided herein.

The information contained in these Schedules is as of the execution date of the Trademark Security Agreement unless otherwise specified. The inclusion of information on any schedule to these Schedules shall not be construed as an admission of liability to any third party with respect to the matters covered by the information. Any matter or item disclosed on these Schedules shall not be deemed to be material (whether singularly or in the aggregate) or deemed to give rise to circumstances which may result in a material adverse effect solely by reason of it being so disclosed herein. Matters may be disclosed on these Schedules for purposes of information only. Nothing in these Schedules is intended nor shall be construed to expand the scope of any of the Holdings' representations or warranties contained in the Trademark Security Agreement.


Where a particular document is identified in these Schedules, the full contents of the document are deemed to be disclosed. The information about contracts, agreements or documents listed herein is for identification purposes and is not intended to summarize the terms of such contracts, agreements or documents. Reference should be made to the contracts or agreements themselves for a complete description of their terms. Bank will be deemed aware of, and there are deemed to have been disclosed to Bank, the contents of and all matters referred to in the documents disclosed on any schedule of these Schedules.

Schedule 1


Trademarks

MARK	TYPE OF MARK	DESCRIPTION	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	REGISTER	OWNER DATA
ACCUSCAN	Trademark	IC 009. US 021 023 026 036 038. G & S: Automotive diagnostic testing equipment. FIRST USE: 1999-10-00. FIRST USE IN COMMERCE: 1999-10-00.	76/527,688	07/02/2003	2,922,076	02/01/2005	Principal	Environmental Systems Products Holdings Inc.
AUTOSENSE <i>France</i>	Trademark		95/571221	05/11/1995	95571221	05/11/1995		Environmental Systems Products, Inc.
DRIVING TOWARD A CLEANER, SAFER FUTURE	Service Mark	IC 042. US 100 101. G & S: Providing vehicle emissions testing services. FIRST USE: 2003-09-10. FIRST USE IN COMMERCE: 2003-09-10.	76/577,034	02/24/2004	2,962,956	06/21/2005	Principal	Environmental Systems Products Holdings Inc.
ENVIROTEST	Service Mark	IC 042. US 100 101. G & S: Providing centralized vehicle emission inspection programs to state and municipal governments. FIRST USE: 1993-11-11. FIRST USE IN COMMERCE: 1993-11-11.	75/460,870	04/02/1998	2,287,365	10/19/1999	Principal	Environmental Systems Products Holdings Inc.
	Trademark Service Mark	IC 009. US 021 023 026 036 038. G & S: Computer hardware for use in operating vehicle emission testing equipment. FIRST USE: 2002-09-01. FIRST USE IN COMMERCE: 2002-09-01. IC 042. US 100 101. G & S: Providing vehicle emissions testing services. FIRST USE: 2002-09-01. FIRST USE IN COMMERCE: 2002-09-01.	76/605,893	08/06/2004	3,017,003	11/22/2005	Principal	Environmental Systems Products Holdings Inc.
ESP	Trademark Service Mark	IC 009. US 021 023 026 036 038. G & S: computer hardware for use in operating vehicle emission testing equipment. FIRST USE: 1990-02-12. FIRST USE IN COMMERCE: 1990-02-12. IC 042. US 100 101. G & S: Providing vehicle emissions testing services. FIRST USE: 1990-02-12. FIRST USE IN	76/605,894	08/06/2004	3,014,648	11/15/2005	Principal	Environmental Systems Products Holdings Inc.

DAL02:572155

MARK	TYPE OF MARK	DESCRIPTION	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	REGISTER	OWNER DATA
	Service Mark	COMMERCE: 1990-02-12 IC 042. US 100 101. G & S: Providing centralized vehicle emission inspection programs to state and municipal governments. FIRST USE: 1993-11-11. FIRST USE IN COMMERCE: 1993-11-11.	75/460,814	04/02/1998	2,284,859	10/12/1999	Principal	Environmental Systems Products Holdings Inc.
RAPIDPASS	Service mark	IC 042. US 100 101. G & S: Vehicle emissions inspection and testing services. FIRST USE: 2007-08-29. FIRST USE IN COMMERCE: 2007-08-29.	77/282,098	9/18/2007	3,435,045	5/27/2008	Principal	Environmental Systems Products Holdings, Inc.
SYSTEM 1	Trademark	IC 009. US 021 023 026 036 038. G & S: Automotive diagnostic testing equipment. FIRST USE: 1997-07-00. FIRST USE IN COMMERCE: 1997-07-00.	75/290,174	05/12/1997	2,219,658	01/19/1999	Principal	Environmental Systems Products Holdings Inc.
THE ONLY SOLUTION IN EMISSIONS TESTING YOU CAN COUNT ON	Service Mark	IC 042. US 100 101. G & S: Providing vehicle emissions testing services. FIRST USE: 1997-08-00. FIRST USE IN COMMERCE: 1997-08-00.	76/534,976	08/05/2003	2,914,280	12/28/2004	Principal	Environmental Systems Products Holdings Inc.
USING OUR RESOURCES TO HELP PRESERVE THE WORLD	Service Mark	IC 042. US 100 101. G & S: Providing vehicle emissions testing services. FIRST USE: 2002-09-10. FIRST USE IN COMMERCE: 2002-09-10.	76/577,026	02/24/2004	2,962,955	06/21/2005	Principal	Environmental Systems Products Holdings Inc.
SAM	Trademark Service Mark	IC 009. US 021 023 026 036 038. G & S: Interactive kiosks containing computer hardware and software for providing automobile diagnostic information to consumers using a wireless data scanner and transmitter that connects to a vehicle's on-board diagnostic system, scans a vehicle's fault codes, and provides a printed assessment of a vehicle's condition and guidance on the severity of any problems with the vehicle; Computer hardware and software for the collection, organizing, modifying, processing, display, transmission, storage, and sharing the results of automobile diagnostic tests.	78/829,260	03/04/2006	3,341,712	11/20/2007	Principal	Environmental Systems Products Holdings Inc.

DAL02-572155

MARK	TYPE OF MARK	DESCRIPTION	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	REGISTER	OWNER DATA
	Trademark Service Mark	FIRST USE: 2007-02-01. FIRST USE IN COMMERCE: 2007-02-01. IC 042. US 100 101. G & S: Automobile diagnostic services. FIRST USE: 2007-02-01. FIRST USE IN COMMERCE: 2007-02-01. IC 009. US 021 023 026 036 038. G & S: Interactive kiosks containing computer hardware and software for providing automobile diagnostic information to consumers using a wireless data scanner and transmitter that connects to a vehicle's on-board diagnostic system, scans a vehicle's fault codes, and provides a printed assessment of a vehicle's condition and guidance on the severity of any problems with the vehicle; Computer hardware and software for the collection, organizing, modifying, processing, display, transmission, storage, and sharing the results of automobile diagnostic tests. FIRST USE: 2007-02-01. FIRST USE IN COMMERCE: 2007-02-01 IC 042. US 100 101. G & S: Automobile diagnostic services. FIRST USE: 2007-02-01. FIRST USE IN COMMERCE: 2007-02-01.	78/829,264	03/04/2006	3,336,908	11/13/2007	Principal	Environmental Systems Products Holdings Inc.

Rights granted pursuant to the Commercialization and Technology License Agreement dated June 28, 2001 between Aerodyne Research, Inc. and Holdings.