

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Notice of Grant of Security Interest in Trademarks	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Heckmann Water Resources Corporation		09/07/2011	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Regions Bank, as Administrative Agent and Collateral Agent		
Street Address:	3050 Peachtree Road, NW, Suite 400		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85295027	HWR HECKMANN WATER RESOURCES	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	029925-081		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

OP \$40.00 85295027

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TRADEMARK
 REEL: 004648 FRAME: 0513

Date:

10/26/2011

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

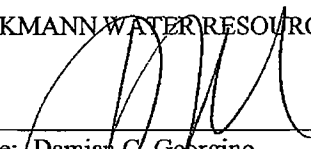
Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of September 7, 2011 (as the same may be amended, modified, restated or supplemented from time to time, the "Agreement" – capitalized terms used but not defined herein have the meanings ascribed therein) by and among the Obligor from time to time party thereto (each an "Obligor" and collectively, the "Obligors") and REGIONS BANK, as Administrative Agent (the "Administrative Agent") and Collateral Agent (the "Collateral Agent"), the undersigned Obligor has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks, including the trademark application set forth on Schedule 1 attached hereto, to the Collateral Agent, for the benefit of the holders of the Secured Obligations, to secure the prompt payment and performance in full when due, whether by lapse of time, acceleration, mandatory prepayment or otherwise, of the Secured Obligations.

The undersigned Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) in the event of any conflict between the terms of this agreement and the terms of the Agreement, the terms of the Agreement shall govern. This notice may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

Very truly yours,

HECKMANN WATER RESOURCES CORPORATION

By: 
Name: Damian C. Georgino
Title: Vice President, Secretary and Assistant
Treasurer

Address

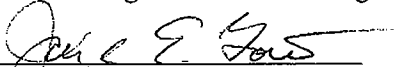
c/o Heckmann Corporation
300 Cherrington Parkway, Suite 200
Coraopolis, Pennsylvania 15108
Attention: Damian Georgino, Executive Vice President
Tel: 412-329-7275 extension 102
Fax: 412-291-1983
Email: damian.georgino@heckmanncop.com

HECKMANN CORPORATION
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004648 FRAME: 0516

Acknowledged and Accepted:

REGIONS BANK,
as Administrative Agent and Collateral Agent

By: 
Name: Jorge E. Goris
Title: Senior Vice President

Address

Regions Bank
Capital Markets Group- Syndicate Services
3050 Peachtree Road NW, Suite 400
Atlanta, GA 30305
Attention: JoAnn Green
Tel: (404) 279-7483
Fax: (404) 995-7665
Email: joann.green@regions.com

HECKMANN WATER RESOURCES CORPORATION
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004648 FRAME: 0517

Schedule 1

**Heckmann Water Resources Corporation
(Texas Corporation)**

U.S. Trademark

Pending Application

Mark	Application No.	Filing Date
HWR HECKMANN WATER RESOURCES	85295027	04/14/11