

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
CleanScapes, Inc.		11/01/2011	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	100 Federal Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Federally Chartered Bank: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3623566	BEYOND WASTE	
Registration Number:	3076071	CLEANSCAPES	
CORRESPONDENCE DATA			
Fax Number:	(617)574-7659		
Phone:	617-574-4153		
Email:	lbillone@goulstonstorrs.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:	Lisa Billone		
Address Line 1:	400 Atlantic Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Lisa Billone		
Signature:	/Lisa Billone/		
Date:	11/03/2011		

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Total Attachments: 5

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

This Notice of Security Interest in Trademarks is made as of November 1, 2011, by CleanScapes, Inc. ("**CleanScapes**"), a Washington corporation, and CDL Recycle, LLC, a Washington limited liability company ("**CDL**"), each having its principal place of business at 50 California Street, 24th Floor, San Francisco, CA 94111, with reference to the following facts:

WHEREAS, Recology Inc. (the "**Borrower**") and certain of its Subsidiaries (the "**Guarantors**") entered into a certain Amended and Restated Credit Agreement (as amended, modified, supplemented or restated and in effect from time to time, the "**Credit Agreement**"), dated as of April 14, 2010, among the Borrower, the Guarantors, the lending institutions from time to time party thereto (the "**Lenders**") and Bank of America, N.A., as the Administrative Agent, Swing Line Lender, and L/C Issuer; and

WHEREAS, the Borrower and Guarantors also entered into certain Loan Documents (as such term is defined in the Credit Agreement), including an Amended and Restated Security Agreement (as amended, modified, supplemented or restated and in effect from time to time, the "**Security Agreement**") and an Intellectual Property Security Agreement (as amended, modified, supplemented or restated and in effect from time to time, the "**Intellectual Property Security Agreement**"), each dated as of April 14, 2010, by and among the Borrower and the Guarantors and the Administrative Agent, under which certain obligations referred to in the Security Agreement and the Intellectual Property Security Agreement have been secured in favor of the Administrative Agent, for the benefit of the Administrative Agent and the other Secured Parties (as such term is defined in the Credit Agreement); and

WHEREAS, CleanScapes and CDL entered into a Joinder Agreement (the "**Joinder Agreement**"), dated as of November 1, 2011, with the Administrative Agent, under which CleanScapes and CDL have agreed to join the Credit Agreement and the Loan Documents and to comply with and be bound by all of the terms, conditions and covenants of the Credit Agreement and the other Loan Documents, including the Security Agreement and the Intellectual Property Security Agreement; and

WHEREAS, CleanScapes and CDL are respectively the owners of record of the trademarks listed on Schedule 1 attached hereto (the "**CleanScapes Trademarks**") and which CleanScapes Trademarks are registered with the United States Patent and Trademark Office; and

WHEREAS, as collateral security for the performance and payment in full of the Obligations under (and as defined in) the Credit Agreement, under the Joinder Agreement CleanScapes and CDL each granted to the Administrative Agent, for the benefit of the Administrative Agent and the other Secured Parties, a continuing security interest in and

lien on all of CleanScapes' and CDL's trademarks, trademark applications, and trademark licenses, including the CleanScapes Trademarks;

NOW, THEREFORE, for good and valuable consideration and pursuant to the Credit Agreement, Security Agreement, Intellectual Property Security Agreement, and Joinder Agreement, NOTICE IS HEREBY GIVEN THAT:

CleanScapes and CDL have granted to the Administrative Agent a security interest in all of CleanScapes' and CDL's trademarks (whether or not registered with the United States Patent and Trademark Office), trademark applications, and trademark licenses, whether now owned or hereafter acquired by or accruing to CleanScapes or CDL, including the CleanScapes Trademarks.

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CLEANSCAPES, INC.
CDL Recycle, LLC

Address:

By: Mark R. Lomele
Name: Mark R. Lomele
Title: Senior Vice President and
Chief Financial Officer

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

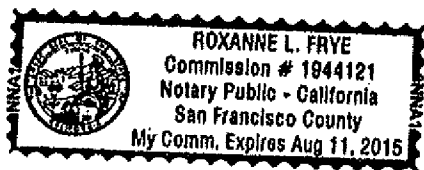
On Nov 1, 2011, before me, Roxanne L Frye NOTARY
PUBLIC, personally appeared **MARK R. LOMELE**, who proved to me on the basis of
satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of
California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Roxanne L Frye

(Seal)



Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 004654 FRAME: 0678

Accepted and Agreed

BANK OF AMERICA, N.A.,
as Administrative Agent

Address:
100 Federal Street
Boston, Massachusetts 02110

By: 


Name: Maria F. Maia
Title: Managing Director

Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 004654 FRAME: 0679

SCHEDULE 1

Trademarks

Registered Owner	Country	Mark	Registration Number	Registration Date	Class(es)
Cleanscapes, Inc.	USA	BEYOND WASTE	3623566	5/19/2009	
Cleanscapes, Inc.	USA	CLEANSCAPES w/design 	3076071	4/4/2006	
CDL Recycle, LLC	USA	CDL RECYCLE	3442317	6/3/2008	