

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
Interstate Waste Services Holding Co., Inc.		08/28/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Brightwood Capital SBIC I, LP		
Street Address:	1540 Broadway, 23rd Floor		
Internal Address:	c/o Brightwood Capital Advisors, LLC		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4065436	INTERSTATE IWS	
Registration Number:	4065435	INTERSTATE IWS	
Registration Number:	3908420	A GREEN TOMORROW STARTS TODAY GO GREEN ·	
CORRESPONDENCE DATA			
Fax Number:	3134968454		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	3134967912		
Email:	berger@millercanfield.com		
Correspondent Name:	Kimberly A. Berger		
Address Line 1:	150 West Jefferson		
Address Line 2:	Suite 2500		
Address Line 4:	Detroit, MICHIGAN 48226		
ATTORNEY DOCKET NUMBER:	022751-6777		

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NAME OF SUBMITTER:	Kimberly A. Berger
Signature:	/Kimberly A. Berger/
Date:	08/29/2013
Total Attachments: 3 source=Interstate Waste Services Holding--Brightwood Capital Security Agreement#page1.tif source=Interstate Waste Services Holding--Brightwood Capital Security Agreement#page2.tif source=Interstate Waste Services Holding--Brightwood Capital Security Agreement#page3.tif	

THE OBLIGATIONS UNDER THIS GRANT OF SECURITY INTEREST IN TRADEMARKS ARE SUBORDINATED TO THE EXTENT SET FORTH IN THE INTERCREDITOR AGREEMENT DATED AS MAY 18, 2012 AS AMENDED BY THE FIRST AMENDMENT TO INTERCREDITOR AGREEMENT DATED AS OF March 1, 2013, AND THE SECOND AMENDMENT TO THE INTERCREDITOR AGREEMENT DATED AS OF AUGUST 20, 2013 BETWEEN COMERICA BANK AND INVESTOR (AS DEFINED BELOW).

GRANT OF SECURITY INTEREST IN TRADEMARKS

FOR VALUABLE CONSIDERATION, as of this ^{28th} day of August, 2013, the receipt and adequacy of which is acknowledged, INTERSTATE WASTE SERVICES HOLDING CO., INC., a Delaware corporation ("Grantor"), grants to Brightwood Capital SBIC I, LP, a Delaware limited partnership ("Investor"), as Investor under the Securities Purchase Agreement (as defined in the Security Agreement), a security interest and all of Grantor's right, title and interest in and to the following, whether existing now or later, or on which Grantor now has or later acquires an interest, and wherever the same may be located ("Trademark Collateral"):

1. All rights, title and interest (including rights acquired pursuant to a license or otherwise, but only to the extent permitted by the agreements governing such license or other use and without resulting in the abandonment, invalidation or unenforceability of any right, title or interest of Grantor therein) in and to the following trademarks (collectively, the "Trademarks") described on Exhibit A.
2. All proceeds, products, rents and profits of or from any and all the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Investor is the loss payee), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise in respect of any of the foregoing Trademark Collateral. For these purposes, the term "Proceeds" includes whatever is received or receivable when any Trademark Collateral or other proceeds are sold, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

Grantor has granted the security interest under this instrument pursuant to the terms of a Security Agreement, dated as of May 18, 2012 (as may be amended, restated and/or modified from time to time, the "Security Agreement"), made by Grantor and other parties thereto, in favor of Investor for the purposes of security as provided in the Security Agreement. Grantor acknowledges and affirms that the rights, privileges and remedies of Investor with respect to the security interest in the Trademark Collateral granted in this instrument are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated in this instrument by this reference.

[signature page follows]

Grantor has executed and delivered this Grant of Security Interest in Trademarks as of the day and year first above written.

Principal Place of Business:

451 Frelinghuysen Avenue
Newark, NJ 07114

INTERSTATE WASTE SERVICES HOLDING
CO., INC.

By: 

Ronald S. Bergamini

Its:

Chief Executive Officer

Signature page to Brightwood Grant of Security Interest in Trademarks

TRADEMARK

REEL: 005099 FRAME: 0884

Exhibit A
Trademarks

Registrant	Trademark	Serial/Reg. No.	Security Interest
INTERSTATE WASTE SERVICES HOLDING CO., INC.	INTERSTATE IWS	4065436	
INTERSTATE WASTE SERVICES HOLDING CO., INC.	INTERSTATE IWS	4065435	
INTERSTATE WASTE SERVICES HOLDING CO., INC.	A GREEN TOMORROW STARTS TODAY · GO GREEN · GO GREEN · GO GREEN	3908420	