

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM339772

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
INTERSTATE WASTE SERVICES HOLDING CO., INC.		04/29/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Comerica Bank		
<b>Street Address:</b>	39200 Six Mile Road		
<b>Internal Address:</b>	MC 7578		
<b>City:</b>	Livonia		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48152		
<b>Entity Type:</b>	a Texas banking association: TEXAS		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4065436	INTERSTATE IWS	
<b>Registration Number:</b>	4065435	INTERSTATE IWS	
<b>Registration Number:</b>	3908420	A GREEN TOMORROW STARTS TODAY GO GREEN ·	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3134968454		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	3134967912		
<b>Email:</b>	berger@millercanfield.com		
<b>Correspondent Name:</b>	Kimberly A. Berger		
<b>Address Line 1:</b>	150 West Jefferson		
<b>Address Line 2:</b>	Suite 2500		
<b>Address Line 4:</b>	Detroit, MICHIGAN 48226		
<b>ATTORNEY DOCKET NUMBER:</b>	022751-06777		
<b>NAME OF SUBMITTER:</b>	Kimberly A. Berger		
<b>SIGNATURE:</b>	/Kimberly A. Berger/		
<b>DATE SIGNED:</b>	04/29/2015		

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**Total Attachments: 3**

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## GRANT OF SECURITY INTEREST IN TRADEMARKS

FOR VALUABLE CONSIDERATION, as of this 29<sup>th</sup> day of April, 2015, the receipt and adequacy of which is acknowledged, INTERSTATE WASTE SERVICES HOLDING CO., INC., a Delaware corporation ("Grantor"), grants to Comerica Bank, a Texas banking association ("Bank"), as Agent for the Lenders under the Credit 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 Bank 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 April 29, 2015 (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 Bank for the purposes of security as provided in the Security Agreement. Grantor acknowledges and affirms that the rights, privileges and remedies of Bank 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:

300 Frank W. Burr Blvd  
Teaneck, NJ 07666

INTERSTATE WASTE SERVICES HOLDING  
CO., INC.

By: 

Ronald S. Bergamini

Its:

Chief Executive Officer

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	