

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM405116

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Deutsche Bank Trust Company Americas, as Prior Agent		11/10/2016	Bank: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Deutsche Bank AG New York Branch, as Successor Agent		
<b>Street Address:</b>	60 Wall Street, 2nd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4378954	ADVANCED DISPOSAL	
<b>Registration Number:</b>	4382857	TRASHTIMONIALS	
<b>Registration Number:</b>	4378955	A	
<b>Registration Number:</b>	4378956	A	
<b>Registration Number:</b>	4395074	MAKE YOUR MOTHER PROUD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8009144240		
<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>	800-713-0755		
<b>Email:</b>	Michael.Violet@wolterskluwer.com		
<b>Correspondent Name:</b>	Michael Violet		
<b>Address Line 1:</b>	4400 Easton Commons Way		
<b>Address Line 2:</b>	Suite 125		
<b>Address Line 4:</b>	Columbus, OHIO 43219		
<b>NAME OF SUBMITTER:</b>	Elaine Carrera		
<b>SIGNATURE:</b>	/Elaine Carrera/		
<b>DATE SIGNED:</b>	11/10/2016		

OP \$140.00 4378954

**Total Attachments: 5**

source=22. ADS - Notice of Change in Agency#page1.tif

source=22. ADS - Notice of Change in Agency#page2.tif

source=22. ADS - Notice of Change in Agency#page3.tif

source=22. ADS - Notice of Change in Agency#page4.tif

source=22. ADS - Notice of Change in Agency#page5.tif

**NOTICE OF SUCCESSION OF AGENCY**  
**4904/0972**

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of November 10, 2016 (the “Effective Date”), is executed by Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Deutsche Bank AG New York Branch, in its capacity as Administrative Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of October 9, 2012, by and among Advanced Disposal Waste Holdings Corp., a Delaware corporation (“Intermediate Holdings”), ADS Waste Holdings, Inc. (now known as Advanced Disposal Services, Inc.), a Delaware corporation (the “Borrower”), Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature pages thereto (the “Grantors”) entered into that certain Guarantee and Collateral Agreement, dated as of November 20, 2012 (the “Original Guarantee and Collateral Agreement”) and, together with the Original Credit Agreement, the “Original Agreements”), and the Trademark Security Agreement, dated as of November 20, 2012 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 21, 2012 at Reel/Frame 4904/0972, with respect to the trademarks identified on Schedule A attached hereto;

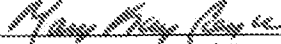
WHEREAS, the Original Credit Agreement and the Original Security Agreement were amended and restated as of November 10, 2016 (as amended and restated, collectively, the “Current Agreements”), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Resignation and Assignment Agreement, dated as of November 10, 2016 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

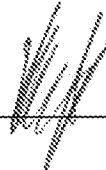
1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

**DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as the Prior Agent**


By:  \_\_\_\_\_

Name: **Mary Kay Coyle**  
Title: **Managing Director**


By:  \_\_\_\_\_

Name: **Kelvin Ji**  
Title: **Director**

**DEUTSCHE BANK AG NEW YORK  
BRANCH, as the Successor Agent**

By:  \_\_\_\_\_

Name: **Mary Kay Coyle**  
Title: **Managing Director**

By:  \_\_\_\_\_


Name: **Peter Cucchiara**  
Title: **Vice President**

**Schedule A**

[See Attached]

Schedule A

ADS WASTE HOLDINGS, INC.  
U.S. TRADEMARK REGISTRATIONS

OWNER	REGISTRATION NUMBER	TRADEMARK
ADS Waste Holdings, Inc.	4378954	ADVANCED DISPOSAL
ADS Waste Holdings, Inc.	4382857	TRASHTIMONIALS
ADS Waste Holdings, Inc.	4378955	
ADS Waste Holdings, Inc.	4378956	
ADS Waste Holdings, Inc.	4395074	MAKE YOUR MOTHER PROUD

[Schedule A – ADS Notice of Change in Agency]

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Deutsche Bank Trust Company Americas, as Prior Agent

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) November 10, 2016

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Deutsche Bank AG New York Branch, as Successor Agent

Street Address: 60 Wall Street, 2nd Floor

City: New York

State: NY

Country: USA Zip: 10005

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
60 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

5

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account
- Enclosed

**8. Payment information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Elaine Carrera

Signature

November 10, 2016

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-8140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**