

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
Clean Energy Systems, Inc.		11/15/2010	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon		
Street Address:	101 Barclay Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10128		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78105224	CLEAR ENERGY SYSTEMS	
Serial Number:	77912525	CLEAR ENERGY SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	(602)734-3750		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(602) 262-5311		
Email:	TRADEMARKS@LRLAW.COM		
Correspondent Name:	Sean D. Garrison		
Address Line 1:	40 North Central Ave., Suite 1900		
Address Line 2:	Lewis and Roca LLP		
Address Line 4:	Phoenix, ARIZONA 85004		
ATTORNEY DOCKET NUMBER:	45174-2		
NAME OF SUBMITTER:	Sean D. Garrison		
Signature:	/SEAN D. GARRISON/		

OP \$65.00 78105224

Date:

11/16/2010

Total Attachments: 2

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**MEMORANDUM OF SECURITY INTEREST IN
TRADEMARK AND REGISTRATION**

This Memorandum of Security Interest in Trademark and Registration evidences and confirms the following:

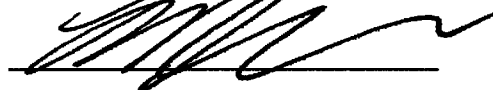
1. Clear Energy Systems, Inc. ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, pursuant to the Security Agreement executed and effective as of November 15, 2010, grants to The Bank of New York Mellon, as Collateral Agent ("Secured Party"), a continuing security interest in all rights, title, and interest in the trademarks listed in Attachment A and the goodwill of the business symbolized by and associated with these trademarks.
2. This security interest pertains to Assignor's rights everywhere throughout the world.
3. Assignor has not granted any assignment, mortgage, license or other interest affecting its rights and/or the property herein conveyed to any third party and that Assignor has the full right to enter into and convey the rights described in the Security Agreement and this Memorandum of Security Interest.

Clear Energy Systems, Inc.

By: 
Its: CEO

SUBSCRIBED AND SWORN to this 15 day of November, 2010.

NOTARY PUBLIC



My Commission Expires:

Indefinite

ATTACHMENT A

A. Trademarks, Trademark Applications and Trademark Registrations

Country	Trademark Application/Registration No.	Trademark	Status	Filing Date
United States	78/105,224	CLEAR ENERGY SYSTEMS	ITU Abandoned	January 28, 2002
United States	77/912,525	CLEAR ENERGY SYSTEMS	ITU Approved for Publication	January 15, 2010