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January 24, 2011

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Specialized Industrial Services, Inc.
c/o Mr. Gerald I. Stein, Esq., their attorney
14 Ninos
Irvine, CA 92620

Ms. Trisha Elizondo, COO
Mr. Greg Nelson
Energy Renewal Partners, LLC
2705 Bee Caves Rd., Ste. 340
Austin, TX 78746

Re: Bankruptcy Court approved October 15, 2010 Master Services Contract with Energy Renewal Partners ("ERP") for the Encycle Site.

Ladies and Gentlemen:

As you know, numerous discussions between us have transpired over the last few weeks aimed at coming up with a workable solution to permit going forward with the Master Services Contract (the "MSC") with ERP, in spite of their inability to post the required performance bond. These discussions have centered on possible solutions by substituting ERP's subcontractor, Specialized Industrial Services, Inc. ("SIS") in as the sole contractor or in other discussions as joint contractor with the posting of the required bond by them. The Trustee appreciates the efforts by both ERP and SIS endeavoring to find an acceptable solution. The Trustee has discussed this situation with the TCEQ and now must either vacate the MSC with ERP or find an acceptable alternative that will allow ERP to remain involved and at the same time guarantee that all of the work covered by the MSC will be performed.

After consultation with the TCEQ, Mike Boudloche, Trustee, has reached the conclusion that the only acceptable alternative to vacating this MSC is to modify the MSC to provide the following:

1. SIS, subject to TCEQ approval (after consultation with the EPA) would be substituted into the place of ERP and become the sole Contractor under the MSC and its performance bond and payment bond in the amount of \$3,642,286 (copies of which have been provided) shall be delivered to the Trustee upon Bankruptcy Court approval of this modified MSC. ERP will act as subcontractor to SIS on terms determined between them.

Specialized Industrial Services, Inc.
c/o Mr. Gerald I. Stein, Esq.
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2. As you know a portion of the services being provided to the Trustee under the MSC is asbestos abatement and hazardous waste removal. The performance and payment bonds are subject to "Environmental, Hazardous & Toxic Materials Rider" that exclude recovery on them for release, escape and dispersal of asbestos and other pollutants. In view of this exclusion, SIS's parent corporation, Ecology Auto Parts, Inc. must guarantee performance by SIS under the MSC.
3. Time is of the essence and a motion to modify the MSC must be filed no later than two weeks from today. If these terms are acceptable to SIS, Ecology Auto Parts, Inc. and ERP please advise by returning this Letter to me by January 31, 2011. It will be necessary to meet with the TCEQ in short order to secure their consent to this substitution and it may be necessary for all parties to meet in Corpus to accomplish this.

Sincerely yours,



Michael B. Schmidt
Attorney for the Trustee

Agreed to:

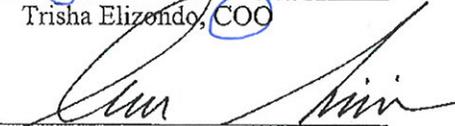
ERP

By


Trisha Elizondo, COO

SIS

By


Title: AARON SIRUONIAN
COO

Ecology Auto Parts, Inc.

By


Title: CHARLES PRATTY
Secretary