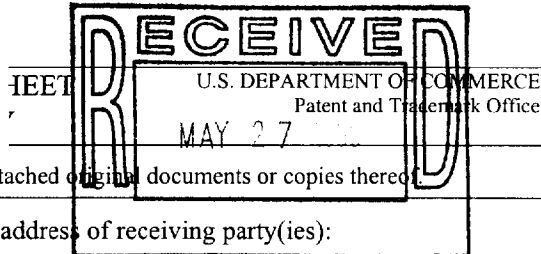


06-04-1999

FORM PTO-1594
(Rev. 6-88)
OMB No. 0651-0011 (exp. 4/84)



101056007



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Barefoot, Inc.

- Individuals Association
- General Partnership Limited Partnership
- Corporation - State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Date: May 4, 1998

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

Name: TruGreen Limited Partnership

Internal Address: _____

Street Address: 860 Ridge Lake Boulevard

City: Memphis State: TN Zip: 38120

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: Delaware
- Corporation - State: _____
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
527-99

B. Trademark Registration No.(s)
1,085,158
1,172,655
1,171,732

Additional numbers attached? Yes No

5. Mail correspondence to:

Name: James A. Wahl

Internal Address: 1400 AT&T Tower

Street Address: 901 Marquette Avenue

City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations: 3

Total Fee (37 C.F.R § 3.41) \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

7. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James A. Wahl
Name of Person Signing

Signature

May 27, 1999
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

06/03/1999 DNGUYEN 00000192 1085158

01 FC:481 40.00 OP
02 FC:482 50.00 OP

LMW/lmw/524175.1

TRADEMARK
REEL: 001906 FRAME: 0198

ASSIGNMENT OF REGISTRATION OF MARKS

This Assignment of Registration of Marks is effective as of the 4th of May, 1998 by and between Barefoot, Inc. (the "Assignor"), a Delaware corporation, located at 860 Ridge Lake Boulevard, Memphis, Tennessee 38120, and TruGreen Limited Partnership, (the "Assignee"), a Delaware limited partnership, located at 860 Ridge Lake Boulevard, Memphis, Tennessee 38120.

Recitals:

The Assignor has adopted, used and is using the following marks which are registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>
BAREFOOT GRASS	1,085,158
Miscellaneous Design	1,172,655
Miscellaneous Design	1,171,732

The Assignee is desirous of acquiring the above referenced marks and the registrations thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign to the Assignee all right, title and interest in and to the above referenced marks and the registrations, thereof, together with the good will of the business symbolized by the marks and the registrations thereof.

Barefoot, Inc.
 By Joseph B. Hanks
Joseph B. Hanks
 Its Secretary

STATE OF Tennessee)
) ss.
 COUNTY OF Shelby)

On this 18 day of May, 1998, before me appeared Joseph B. Hanks, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the identified corporation with authority to do so.

Patricia Ann Lewis
 Signature of Notary Public