

8/28/03

09-04-2003

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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
RSG HOLDING CORP., et al.
(See Schedule A attached hereto for all conveying parties)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: AMSOUTH CAPITAL CORP.
Internal
Address: 20th Floor
Street Address: 350 Park Avenue
City: New York State: NY Zip: 10022
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____
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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Security Interest
Execution Date: 06/09/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
N/A
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See Schedule C attached hereto

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Craig J. Brody, Esq.
Internal Address: Fried, Frank, Harris, Shriver & Jacobson
Street Address: One New York Plaza
City: New York State: NY Zip: 10004

6. Total number of applications and registrations involved: 10
7. Total fee (37 CFR 3.41).....\$ 265.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
Authorized to charge any deficiencies or credit overpayments to Account No. 06/0920
(Attach duplicate copy of this page if paying by deposit account)

2003 AUG 28 AM 9:417
OPER/FINANCE

DO NOT USE THIS SPACE

9. 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.
Craig J. Brody
Name of Person Signing
[Signature]
Signature
8/28/03
Date
Total number of pages including cover sheet, attachments, and document: 9

09/03/2003 EDCOOPER 00000144 1579560
01 FC:8521
02 FC:8522
40.00 DP
225.00 DP
225.00 DP

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

ET 877843720 US
TRADEMARK
REEL: 002816 FRAME: 0424

Schedule A

Parties to Agreement as Assignors

RSG Holding Corp, a Delaware corporation
Residential Services Group, Inc., a Delaware corporation
AA JARL Acquisition, Inc., a Delaware corporation
A-ABC Appliance Acquisition, Inc., a Delaware corporation
A-ABC Services Acquisition, Inc., a Delaware corporation
Airtron Acquisition, Inc., a Delaware corporation
Airtron of Central Florida Acquisition, Inc., a Delaware corporation
Encompass Residential Services of Houston Acquisition, Inc., a Delaware corporation
Evans Services Acquisition, Inc., a Delaware corporation
Hallmark Air Conditioning Acquisition, Inc., a Delaware corporation
K&N Plumbing, Heating and Air Conditioning Acquisition, Inc., a Delaware corporation
Masters Acquisition, Inc., a Delaware corporation
Paul E. Smith Co. Acquisition, Inc., a Delaware corporation
Van's Comfortemp Air Conditioning Acquisition, Inc., a Delaware corporation
Wiegold & Sons Acquisition, Inc., a Delaware corporation
Willis Refrigeration, Air Conditioning & Heating Acquisition, Inc., a Delaware corporation

[Signature page to Patent and Trademark Security Interest]

TRADEMARK
REEL: 002816 FRAME: 0425

Schedule C

TRADEMARKS

<u>Assignor</u>	<u>Registration</u> <u>No.</u>	<u>Country</u>	<u>Filing Date</u>	<u>Mark</u>
A-ABC Appliance Acquisition, Inc.	1,579,560	United States	2/12/98	A and Design
A-ABC Appliance Acquisition, Inc.	1,589,334	United States	2/21/98	A and Design (registration inactive, new filing pending)
A-ABC Appliance Acquisition, Inc.	1,576,826	United States	4/29/00	A and Design
Airtron Acquisition, Inc.	2,060,710	United States	12/22/95	Comfort You Can Count On
Airtron Acquisition, Inc.	2,020,856	United States	12/22/95	Airtron
Airtron Acquisition, Inc.	952,414	United States	10/01/70	Airtron
Evans Services Acquisition	2,349,521	United States	09/14/98	Evans Services
Hallmark Air Conditioning Acquisition, Inc.	2,039,480	United States	07/17/95	It All Begins With Good Service
Hallmark Air Conditioning Acquisition, Inc.	1,934,330	United States	06/14/94	Silver Platter
Hallmark Air Conditioning Acquisition, Inc.	2,440,527	United States	12/1/99	Hallmark Air Conditioning & Heating

TRADEMARK LICENSES

None.

**Assignment of Security Interest
in United States Patents and Trademarks**

Dated as of June 9, 2003

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the Parties listed on Schedule A hereto (the "Assignors"), all having their chief executive office at 7813 North Dixie Dr., Dayton, OH, 45404, hereby assign and grant to AMSOUTH CAPITAL CORP., as Administrative Agent, (the "Assignee"), with offices at 350 Park Avenue, 20th Floor, New York, NY 10022, a security interest in all of the Assignors' right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule B hereto;

(ii) each Patent License, including each Patent License listed on Schedule B hereto;

(iii) each United States trademark, trademark registration, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark and trademark registration, including each Trademark and Trademark Registration referred to in Schedule C hereto;

(iv) each Trademark License, whether registered or not, including each Trademark License referred to in Schedule C hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(v) all products and proceeds of the foregoing, including any claim by the Assignors against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule B or C hereto, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule B or C hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS ASSIGNMENT is granted in conjunction with the security interests granted to the Assignee pursuant to the Security Agreement among the Assignors and the Assignee dated as of June 9, 2003, as amended, modified or supplemented from time to time (the "Security Agreement").

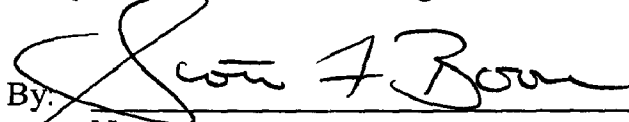
THIS ASSIGNMENT has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict

with the Security Agreement, the provisions of the Security Agreement shall govern.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the date first above written.

RSG HOLDING CORP., RESIDENTIAL SERVICES GROUP, INC., AA JARL ACQUISTION, INC., A-ABC APPLIANCE ACQUISTION, INC., A-ABC SERVICES ACQUISTION, INC., AIRTRON ACQUISTION, INC., AIRTRON OF CENTRAL FLORIDA ACQUISTION, INC., ENCOMPASS RESIDENTIAL SERVICES OF HOUSTON ACQUISTION, INC., EVANS SERVICES ACQUISTION, INC., HALLMARK AIR CONDITIONING ACQUISTION, INC., K&N PLUMBING, HEATING AND AIR CONDITIONING ACQUISTION, INC., MASTERS ACQUISTION, INC., PAUL E. SMITH CO. ACQUISTION, INC., VAN'S COMFORTEMP AIR CONDITIONING ACQUISTION, INC., WIEGOLD & SONS ACQUISTION, INC., WILLIS REFRIGERATION, AIR CONDITIONING & HEATING ACQUISTION, INC., as Assignors

By: 
Name: Scott F Boose
Title: VP Finance

AMSOUTH CAPITAL CORP., as Administrative Agent, as Assignee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the date first above written.

RSG HOLDING CORP., RESIDENTIAL SERVICES GROUP, INC., AA JARL ACQUISITION, INC., A-ABC APPLIANCE ACQUISITION, INC., A-ABC SERVICES ACQUISITION, INC., AIRTRON ACQUISITION, INC., AIRTRON OF CENTRAL FLORIDA ACQUISITION, INC., ENCOMPASS RESIDENTIAL SERVICES OF HOUSTON ACQUISITION, INC., EVANS SERVICES ACQUISITION, INC., HALLMARK AIR CONDITIONING ACQUISITION, INC., K&N PLUMBING, HEATING AND AIR CONDITIONING ACQUISITION, INC., MASTERS ACQUISITION, INC., PAUL E. SMITH CO. ACQUISITION, INC., VAN'S COMFORTEMP AIR CONDITIONING ACQUISITION, INC., WIEGOLD & SONS ACQUISITION, INC., WILLIS REFRIGERATION, AIR CONDITIONING & HEATING ACQUISITION, INC., as Assignors

By: _____
Name:
Title:

AMSOUTH CAPITAL CORP., as Administrative Agent, as Assignee

By: Richard Gere
Name: Richard A. Gere
Title: SVP

[Signature page to Patent and Trademark Security Interest]

STATE OF OHIO

County OF Montgomery

The foregoing instrument was acknowledged before me this 9th day of June,
2003 by Scott F. Boase as Vice-President of Residential Services Group, Inc., a
Delaware Corporation, on behalf of all Assignors.

My commission expires:

Notarial Seal

*Angela Bushbaum, Notary Public
In and for The State of Ohio
My Commission Expires May 29, 2005*

Angela Bushbaum
Notary Public

Schedule B

PATENTS AND PATENT APPLICATIONS

None.

PATENT LICENSES

None.

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