

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The ServiceMaster Company		01/07/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	TruGreen LandCare L.L.C.		
Street Address:	860 Ridge Lake Blvd.		
City:	Memphis		
State/Country:	TENNESSEE		
Postal Code:	38120		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2333946	LAND CARE USA	
Registration Number:	2333947	LANDCARE USA	
Registration Number:	2356544		
CORRESPONDENCE DATA			
Fax Number:	(630)663-2020		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	630-663-2042		
Email:	lisa.fillers@servicemaster.com		
Correspondent Name:	Margaret K. Cook		
Address Line 1:	3250 Lacey Road, Suite 600		
Address Line 4:	Downers Grove, ILLINOIS 60515		
NAME OF SUBMITTER:	Margaret K. Cook		
Signature:	/mkc/		
Date:	01/26/2005		

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Total Attachments: 8

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ASSIGNMENT

THIS ASSIGNMENT (the "Assignment") is made and entered into January 7, 2005 ("Effective Date"), by and between The ServiceMaster Company, a Delaware corporation, ("Assignor"), and TruGreen LandCare L.L.C., a Delaware limited liability company ("Assignee").

RECITALS

- A. LandCare USA, Inc., a Delaware corporation, ("LandCare"), owns United States Trademark Registration Nos. 2,333,946 (Land Care USA and design), 2,333,947 (LandCare USA), and 2,356,544 (tree design).
- B. LandCare was merged into Assignor and dissolved on December 31, 1999 ("the Merger"); therefore, Assignor assumed all assets, liabilities and obligations of LandCare via the Certificate of Ownership and Merger, page 2 ("Exhibit A").
- C. Assignor is the sole and exclusive owner of the entire right, title, and interest in, to, and under the trademarks and service marks, and any respective applications and registrations with the United States Patent and Trademark Office, listed in Exhibit B ("Trademarks"), including variations thereof and the goodwill associated therewith.
- D. Assignee wishes to acquire, and Assignor wishes to assign, all right, title, and interest in, to, and under the Trademarks, together with the goodwill associated with the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges, Assignor does sell, assign, transfer, and set over to Assignee the entire right, title, and interest in, to, and under the Trademarks, together with the goodwill associated with the Trademarks, including any renewals and extensions of any registration that is or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor had this Assignment not been made; and together will all income, royalties, or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present, or future infringement or other unauthorized use of the Trademarks, with the right to sue for and collect the same, for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the United States Commissioner of Patents and Trademarks to record Assignee as the owner of the Trademarks.

Assignor shall provide to Assignee, its successors, assigns, or other legal representatives, cooperation and assistance at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens, and other documentation as may be reasonably required) (1) in the preparation and prosecution of any application for renewal of a registration covering any of the Trademarks, (2) in the prosecution

or defense of any interference, opposition, infringement, or other proceedings that may arise in connection with the Trademarks, including, but not limited to, testifying as to any facts relating to the Trademarks and this Assignment, (3) in obtaining any additional protection for the Trademarks that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries, and (4) in the implementation or perfection of this Assignment.


Assignor:

The ServiceMaster Company

Assignee:

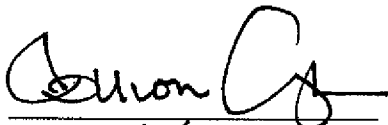
TruGreen LandCare L.L.C.

By:



Officer *Sandra Groman*
Title *Vice President*

By:



Officer *Allison Crone*
Title *Assistant Secretary*

Exhibit A

Certificate of Ownership and Merger

Between LandCare USA, Inc., a Delaware corporation, and
The ServiceMaster Company, a Delaware corporation

See attached

TRADEMARK

REEL: 003015 FRAME: 0854

Certificate of Ownership and Merger

Merging

LandCare USA, Inc.
(a Delaware corporation)

With and Into

The ServiceMaster Company
(a Delaware corporation)

In accordance with Section 253 of
the General Corporation Law of
the State of Delaware

The ServiceMaster Company, a Delaware corporation (referred to as "ServiceMaster" or "Surviving Corporation"), certifies as follows:

First: ServiceMaster was incorporated on September 10, 1991, pursuant to the Delaware General Corporation Law.

Second: LandCare USA, Inc., a Delaware corporation ("LandCare"), was incorporated on October 9, 1997, pursuant to the Delaware General Corporation Law.

Third: ServiceMaster owns one hundred percent (100%) of the outstanding shares of the common stock of LandCare.

Fourth: ServiceMaster, by resolution of its board of directors duly adopted at a meeting held on October 27, 1998, determined to acquire and merge into itself LandCare, which resolution reads as follows:

WHEREAS it is deemed advisable and in the best interests of the corporation to merge its wholly-owned subsidiary, LandCare USA, Inc. ("LandCare"), with and into the corporation pursuant to Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, be it resolved that the corporation merges into itself LandCare and assumes all of the assets and liabilities and obligations of LandCare;

FURTHER RESOLVED that the President or Senior Vice President and the Secretary or Assistant Secretary are authorized and directed to execute and deliver a Certificate of Ownership and Merger setting forth the resolutions authorizing the corporation to merge LandCare with and into the corporation, the date of the adoption thereof, to file the same with the Secretary of State of the State of Delaware, and to record a certified copy thereof in the office of the Recorder of Deeds of New Castle County, Delaware.

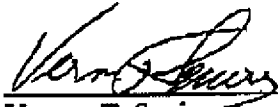
FURTHER RESOLVED that the proper officers of the corporation are authorized to take all such further action, and to execute and deliver all such further instruments and documents, in the name and on behalf of the corporation, and to pay all expenses, which shall in their judgement be necessary, proper, and advisable in order to effect and consummate the merger.

FURTHER RESOLVED that the merger shall become effective at 11:59 PM on December 31, 1999.

IN WITNESS WHEREOF, ServiceMaster has caused this Certificate of Ownership and Merger to be executed by its Senior Vice President, and attested by its Assistant Secretary, on December 28, 1999.

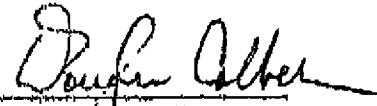
The ServiceMaster Company

By:


Vernon T. Squires
Senior Vice President

Attest:

By:


Douglas W. Colber
Asst. Secretary

State of Illinois)
) SS
 County of DuPage)

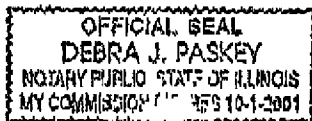
This is to certify that on December 28, 1999, before me, a notary public, personally appeared Vernon T. Squires and Douglas W. Colber, each of whom being by me first duly sworn, declared that he signed the foregoing Certificate of Ownership and Merger as Senior Vice President and Assistant Secretary, respectively, of The ServiceMaster Company, that he was authorized so to sign, and that the statements therein are true.

Witness my hand and official seal on December 28, 1999.

My commission expires:

(Seal)

Debra J. Paskey
 Notary Public



State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LANDCARE USA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE SERVICEMASTER COMPANY" UNDER THE NAME OF "THE SERVICEMASTER COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 4:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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991567563

AUTHENTICATION: 0170831

DATE: 12-29-99

TRADEMARK
REEL: 003015 FRAME: 0858

Exhibit B

Trademarks

United States Trademark Registration No.

Mark

2,333,946

Land Care USA and design

2,333,947

LandCare USA (word mark)

2,356,544

Tree design