

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Trademark serial no. 75/091,007 to 78/091,007 previously recorded on Reel 002491 Frame 767. Assignor(s) hereby confirms the Merger and Name Change.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
WeServeHomes.com, Inc.		01/11/2002	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	ServiceMaster Holding Corporation
<b>Street Address:</b>	One Servicemaster Way
<b>City:</b>	Downers Grove
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60515
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78091007	WE HAVE HOME SERVICE MASTERED

**CORRESPONDENCE DATA**

Fax Number: (202)861-1783  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (202) 861-1500  
 Email: trademarks@bakerlaw.com  
 Correspondent Name: Baker & Hostetler LLP  
 Address Line 1: 1050 Connecticut Avenue, N.W.  
 Address Line 2: Washington Square, Suite 1100  
 Address Line 4: washington, DISTRICT OF COLUMBIA 20036-5304

<b>NAME OF SUBMITTER:</b>	P. Jay Hines
<b>Signature:</b>	/pjh/
<b>Date:</b>	07/12/2005

CH \$40.00 78091007

**Total Attachments: 9**

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04-25-2002

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks

102067849

1 copy thereof.

1. Name of conveying party(ies):

4-19-02  
WeServeHomes.com, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: January 11, 2002

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

Name: ServiceMaster Holding Corporation

Address: One ServiceMaster Way  
Downers Grove, Illinois 60515

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- 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

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

A. Trademark Application No.(s)  
(Attached)

B. Trademark registration No.(s)  
2,471,287 - WESERVEHOMES

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

P. Jay Hines  
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.  
Attorneys at Law  
Fourth Floor  
1755 Jefferson Davis Highway  
Arlington, Virginia 22202

OSMMN Ref: 215047US-3165-36SD

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): . . . \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014  
(Attach duplicate copy of this page if paying by deposit account)

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.

P. Jay Hines  
Name of Person Signing

[Signature]  
Signature

April 19, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 10

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

04/24/2002 TDIARZ1 00000221 2471287

01 FC:481 40.00 OP  
02 FC:482 150.00 OP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

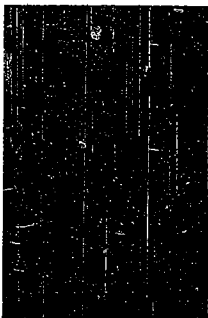
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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**Trademark Applications**



75/907,241 POINT.CLICK.FIXED!  
75/902,527 BECAUSE NOBODY LIKES HOMEWORK  
75/903,582 WSH SMILING HOUSE  
75/091,004 HOME SERVICE. MASTERED.  
75/091,007 WE HAVE HOME SERVICE MASTERED.  
75/099,259 GIFT OF TIME

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REEL: 003120 FRAME: 0071

# Delaware

PAGE 1

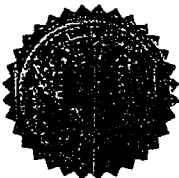
*The First State*

I, HARRIET SMITH WINDSOR, 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:

"WESERVEHOMES.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SERVICEMASTER HOLDING CORPORATION" UNDER THE NAME OF "SERVICEMASTER HOLDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



2915588 8100M

020029210

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1569394

DATE: 01-22-02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 01/11/2002  
020029210 - 2915588

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**WESERVEHOMES.COM, INC.**

**INTO**

**SERVICEMASTER HOLDING CORPORATION**

\*\*\*\*\*

Under Section 253 of the General Corporation Law of the State of Delaware, **SERVICEMASTER HOLDING CORPORATION**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

First: The Corporation was incorporated on the 30<sup>th</sup> day of June 1998 pursuant to the General Corporation Law of the State of Delaware.

Second: The Corporation owns at least 90% of the outstanding shares of each class of the stock of **WeServeHomes.com, Inc.**, a corporation incorporated on the 30<sup>th</sup> day of November 1999 pursuant to the General Corporation Law of the State of Delaware ("WSH").

Third: The Corporation, by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its sole shareholder dated January 8, 2002 and filed with the minutes of the Board of Directors, determined to merge WSH with and into the Corporation, with the Corporation as the surviving corporation. In such resolutions, the term "Corporation" means **ServiceMaster Holding Corporation** and "WSH" means **WeServeHomes.com, Inc.**

(the resolutions are set forth on the next page)

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WHEREAS, WSH has three classes of stock outstanding with the ownership thereof being as follows:

<u>Class</u>	<u>Owngr(s)</u>	<u>Shares</u>	<u>Percent of Class</u>	<u>Percent of Total</u>
Convertible Preferred Stock, Series A	ServiceMaster Holding Corporation	35,000,000	100%	77.02%
Convertible Preferred Stock, Series B	ServiceMaster Holding Corporation	8,000,000	94.79%	17.60%
	ServiceMaster Managers	440,000	5.21%	0.97%
Common Stock	ServiceMaster Holding Corporation	2,000,020	99.81%	4.40%
	Three individuals	3,763	0.19%	0.01%
Total, All Shares		<u>45,443,783</u>		<u>100%</u>

WHEREAS, all of the outstanding stock of the Corporation is owned by The ServiceMaster Company, a Delaware corporation ("ServiceMaster");

WHEREAS, it is in the best interests of ServiceMaster, the Corporation and WSH that WSH be merged with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that WSH, a Delaware Corporation and a 99.02% owned subsidiary of the Corporation, shall be merged with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation").

FURTHER RESOLVED, that the merger shall be effective upon filing (the "Effective Time") with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger to be prepared, executed and filed pursuant to Section 253 of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that at the Effective Time, --

(a) all issued and then outstanding shares of Series A Convertible Preferred Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(b) all issued and then outstanding shares of Series B Convertible Preferred Stock of WSH not owned by the Corporation shall automatically and by operation of law be converted into a right to receive a payment in cash from the Corporation in the amount of \$2.50 per share reduced by the unpaid principal balance on any promissory note executed in connection with the purchase thereof (provided that a holder does not elect to exercise his or her appraisal rights in respect of such shares) and in any case all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(c) all other issued and then outstanding shares of Series B Convertible Preferred Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect; and

(d) all issued and then outstanding shares of Common Stock of WSH not owned by the Corporation shall automatically and by operation of law be converted into a right to receive a payment in cash from the Corporation in the amount of \$0.25 per share (provided that a holder does not elect to exercise his or her appraisal rights in respect of such shares) and in any case all certificates evidencing ownership of such shares of stock shall be void and of no effect;

(e) all other issued and then outstanding shares of Common Stock of WSH shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares of stock shall be void and of no effect, and

(f) all issued and outstanding shares of stock of the Corporation, as the Surviving Corporation, shall remain issued and outstanding and the certificates evidencing these shares shall remain issued in the name of the Corporation, as the Surviving Corporation, to ServiceMaster.

FURTHER RESOLVED, that the proper officers of the Corporation shall advise the minority holders of the preferred stock and common stock of WSH of their appraisal rights as set forth in §262 of Title 8 of the Delaware Code.

FURTHER RESOLVED, that the Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Time shall be the

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Certificate of Incorporation of the Surviving Corporation until amended in accordance with its terms and as provided by applicable law.

FURTHER RESOLVED, that the By-laws of the Corporation as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation until amended in accordance with their terms and the terms of the Certificate of Incorporation of the Surviving Corporation and as provided by applicable law.

FURTHER RESOLVED, that the directors and officers of the Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation until their respective successors shall be duly elected and qualified.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Certificate of Ownership and Merger referred to above, including, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects.

Fourth: The Corporation, as the Surviving Corporation, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of WSH as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is ServiceMaster Holding Corporation, One ServiceMaster Way, Downers Grove, Illinois 60515 Attn: Corporate Secretary, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware forthwith send by registered mail to the Corporate Secretary of ServiceMaster Holding Corporation at the above address.

Fifth: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State of Delaware.

Dated: January 11, 2002

SERVICEMASTER HOLDING CORPORATION

By: Jim Kopt  
Name: Jim Kopt  
Title: Sr. Vice President

ATTEST:  
[Signature]  
Secretary

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF DU PAGE )

BE IT REMEMBERED that on this 11<sup>th</sup> day of January 2002 personally came before me, a Notary Public for the State of Illinois, County of DuPage, Jim Kaput, personally known to me to be such, and acknowledged the foregoing Certificate of Ownership and Merger to be his act and deed and that the facts stated herein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

*Latressa G. Stahlberg*  
Notary Public



RECORDED: 04/19/2002

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REEL: 002491 FRAME: 0775

RECORDED: 07/12/2005

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