

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Brickman Group, Ltd.		02/28/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Brickman Group Ltd. LLC		
Street Address:	375 South Flowers Mill Road		
City:	Langhorne		
State/Country:	PENNSYLVANIA		
Postal Code:	19047		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2653978	THE BRICKMAN GROUP, LTD.	
Registration Number:	1185255		
CORRESPONDENCE DATA			
Fax Number:	(215)994-2286		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	jacob.bishop@dechert.com, trademarks@dechert.com		
Correspondent Name:	Jacob Bishop		
Address Line 1:	Dechert LLP, Cira Centre		
Address Line 2:	2928 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
ATTORNEY DOCKET NUMBER:	302663		
NAME OF SUBMITTER:	Jacob Bishop		
Signature:	/Jacob Bishop/		
Date:	11/24/2008		

CH \$65.00 2653978

Total Attachments: 4

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Delaware

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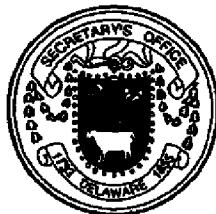
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "THE BRICKMAN GROUP, LTD." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE BRICKMAN GROUP, LTD." TO "THE BRICKMAN GROUP LTD. LLC (DE)", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2007, AT 1:28 O'CLOCK P.M.

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

2823823 8100V

070252169



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5470112

DATE: 02-28-07

TRADEMARK
REEL: 003893 FRAME: 0437

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 02/28/2007
FILED 01:28 PM 02/28/2007
SRV 070252169 - 2823823 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 18-204 OF THE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Corporation was first formed is Delaware.
2. The jurisdiction (jurisdictions) where to file this Certificate is Delaware.
3. The date the Corporation first formed is November 20, 1997.
4. The name of the Corporation immediately prior to filing this Certificate is The Brickman Group, Ltd.
5. The name of the Limited Liability Company to be filed in the Certificate of Formation is The Brickman Group Ltd. LLC (DB).
6. The effective date of this Certificate of Conversion shall be at 11:59 pm, New York City time, on February 28, 2007.

BY WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed on the 28th day of February 2007.

BRICKMAN GROUP HOLDINGS, INC. 18-204

By: 
Name: Mark A. Stone
Title: Executive Vice President

1320042

Delaware

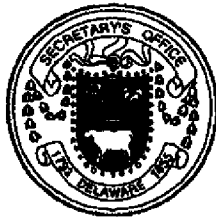
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The First State

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 AMENDMENT OF "THE BRICKMAN GROUP LTD. LLC (DE)", CHANGING ITS NAME FROM "THE BRICKMAN GROUP LTD. LLC (DE)" TO "THE BRICKMAN GROUP LTD. LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2007, AT 2:18 O'CLOCK P.M.

2823823 8100

070265354



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5472317

DATE: 03-01-07

TRADEMARK
REEL: 003893 FRAME: 0439

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION

OF

THE BRICKMAN GROUP LTD. LLC (DE)

THE BRICKMAN GROUP LTD. LLC (DE) (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is The Brickman Group Ltd. LLC (DE).

2. The certificate of formation of the company is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

The name of the limited liability company (hereinafter called the "limited liability company") is The Brickman Group Ltd. LLC.

Executed on this 1st day of March, 2007.


Name: Mark A. Hjelle
Title: Executive Vice President

13452248.1.BUSINESS