

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TruGreen Limited Partnership		01/14/2014	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	JP Morgan Chase Bank, N.A.
Street Address:	383 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10179
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 73

Property Type	Number	Word Mark
Registration Number:	3890353	ADVANTEDGE
Registration Number:	1601498	ALL-NUTRIENT
Registration Number:	3998224	AGROLAWN
Registration Number:	2777166	AMERICA'S AUTHORITY ON LAWN AND LANDSCAP
Registration Number:	1085158	BAREFOOT GRASS
Registration Number:	1172655	
Registration Number:	1171732	
Registration Number:	3253346	BAY COUNTRY LAWNS
Registration Number:	3890003	
Registration Number:	1142243	CHEMLANCE
Registration Number:	2532268	CHEMLAWN
Registration Number:	2104188	ECOGREEN
Registration Number:	2102193	ECOLAWN
Registration Number:	3297914	GO GREEN!

TRADEMARK

Registration Number:	4169615	GO GREENER
Registration Number:	4137314	GO GREENER
Registration Number:	2089556	GRASSROOTS
Registration Number:	3940963	GREENER IS
Registration Number:	3855260	HEALTHY LAWN ANALYSIS
Registration Number:	3797860	HEALTHY LAWN GUARANTEE
Registration Number:	4348388	HEALTHY LAWN PLAN
Registration Number:	3912620	HEALTHY TREE & SHRUB GUARANTEE
Registration Number:	2860815	LAWN GURU
Registration Number:	3464805	LAWN QUALITY AUDIT
Registration Number:	3823144	
Registration Number:	3815756	
Registration Number:	1097020	LEISURE LAWN
Registration Number:	1034116	LEISURE LAWN
Registration Number:	3413921	LQA LAWN QUALITY AUDIT
Registration Number:	2999911	1 MASTERS GREEN
Registration Number:	2964723	MASTERS GREEN
Registration Number:	4453157	MY BOTANIC PLANET
Registration Number:	3868669	NEIGHBORHOOD LAWN KID
Registration Number:	1741720	SEE YOUR BUSINESS THROUGH YOUR CUSTOMER'
Registration Number:	1501915	
Registration Number:	3600653	TARGETED LAWN CARE
Registration Number:	3600652	TARGETED LAWN CARE
Registration Number:	1051560	THE DRY FERTILIZER PEOPLE
Registration Number:	3871543	THEY GROW IT, I MOW IT.
Registration Number:	2773324	
Registration Number:	3785721	TRUBLEND
Registration Number:	3703346	TRUBLEND
Registration Number:	3244647	TRUCARD
Registration Number:	3368266	TRUDETAIL
Registration Number:	2543094	TRUGREEN
Registration Number:	1436117	TRU-GREEN
Registration Number:	1531462	TRU GREEN
Registration Number:	4078865	TRUGREEN GO GREENER
Registration Number:	4078866	TRUGREEN GO GREENER

TRADEMARK

REEL: 005194 FRAME: 0596

	2575183	TRUGREEN LANDCARE
Registration Number:	3592391	TRUGREEN NATURAL NUTRIENT
Registration Number:	3592634	TRUGREEN PROGRAM WITH TARGETED LAWN CARE
Registration Number:	3592635	TRUGREEN PROGRAM WITH TARGETED LAWN CARE
Registration Number:	1962583	TRUGREEN
Registration Number:	3592386	TRUNATURAL
Registration Number:	3616893	TRUNATURAL
Registration Number:	3592636	TRUNATURAL PROGRAM WITH TARGETED LAWN CA
Registration Number:	3592637	TRUNATURAL PROGRAM WITH TARGETED LAWN CA
Registration Number:	3592387	TRUNATURAL WITH TARGETED LAWN CARE
Registration Number:	3592388	TRUNATURAL WITH TARGETED LAWN CARE
Registration Number:	3785720	TRUPERFORMANCE
Registration Number:	3703344	TRUPERFORMANCE
Registration Number:	3387979	TRUSHIELD
Registration Number:	4017235	TRUSTORIES
Registration Number:	2578889	TURF WORKS
Serial Number:	85849275	TRUCOMPLETE
Serial Number:	85905987	TRUEXPERT
Serial Number:	85641957	TRUGREEN
Serial Number:	85849266	TRUHEALTH
Serial Number:	85849235	TRUMAINTENANCE
Serial Number:	86117667	TRUSIGNATURE
Serial Number:	85570551	INSPECTOR NECTAR
Serial Number:	85570559	FLAVOR FLORES

CORRESPONDENCE DATA

Fax Number: 2129096836

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-909-6836

Email: trademarks@debevoise.com

Correspondent Name: Steven Keslowitz, Esq.

Address Line 1: 919 Third Avenue

Address Line 2: Debevoise & Plimpton LLP

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

23363-1902

NAME OF SUBMITTER:

Steven Keslowitz

TRADEMARK

REEL: 005194 FRAME: 0597

/Steven Keslowitz/

Date:

01/16/2014

Total Attachments: 8

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NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Agreement"), dated as of January 14, 2014, made by TruGreen Limited Partnership, a Delaware limited partnership having a principal place of business at 860 Ridge Lake Boulevard, Memphis, TN 38120 (the "Borrower"), in favor of JPMorgan Chase Bank, N.A., a United States national banking association having a principal place of business at 383 Madison Avenue, New York, NY 10179 (the "Agent"), as collateral agent and administrative agent for the banks and other financial institutions (collectively, the "Lenders") from time to time parties to the Revolving Credit Agreement (as defined below).

WHEREAS, pursuant to the Revolving Credit Agreement, dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the "Revolving Credit Agreement"), among Borrower, TruGreen Holding Corporation ("Holding"), the Agent, the Lenders, and the other parties party thereto, the Lenders have severally agreed to make the Revolving Loans to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Revolving Credit Agreement, Borrower, Holding, and the Subsidiary Guarantors have executed and delivered a Guarantee and Collateral Agreement, dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), in favor of the Agent; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Borrower granted to the Agent for the ratable benefit of the Secured Parties a security interest in all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Borrower has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make the Revolving Loans and other financial accommodations to the Borrower pursuant to the Revolving Credit Agreement, the Borrower agrees, for the ratable benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals,

have the meanings provided or provided by reference in the Revolving Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Borrower hereby confirms that, subject to existing licenses to use the Trademarks granted by the Borrower in the ordinary course of its business, pursuant to the Guarantee and Collateral Agreement it granted to the Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Trademarks of the Borrower (including, without limitation, those items listed on Schedule I hereto) and, to the extent not otherwise included, all Proceeds and products of any and all of the Trademarks, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of the Borrower, except that no security interest is or will be granted pursuant hereto in any right, title or interest of the Borrower under or in any Trademark Licenses with Persons other than Holding, a Restricted Subsidiary or an Affiliate thereof for so long as, and to the extent that, the granting of such a security interest pursuant hereto would result in a breach, default or termination of such Trademark Licenses.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks are more fully set forth in the Revolving Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.


* * *

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

TRUGREEN LIMITED PARTNERSHIP

By: TRUGREEN, INC., as general partner

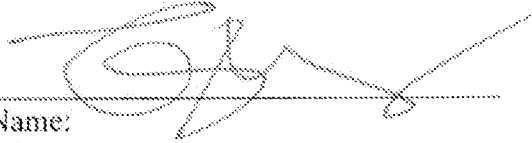
By: 
Name: R. David Alexander, Jr.
Title: President

[Signature Page to Notice and Confirmation of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005194 FRAME: 0601

JPMORGAN CHASE BANK, N.A.,

as Agent

By: 
Name: _____
Title: Tony Wong
Vice President

SCHEDULE I

Trademarks

TRADEMARK	Status	Class	Goods & Services Description	App. No.	App. Date	Reg. No.	Reg. Date
AdvantEDGE	Registered	41	Training services in the field of lawn tree and shrub care; training services in the field of regulatory compliance and customer service	85073526	6/29/2010	3890353	12/14/2010
All-Nutrient	Registered	42	Lawn care services	73706704	01/20/88	1601498	06/12/90
AGROLAWN	Registered	44	lawn, tree, and shrub care	85225795	1/25/2011	3998224	7/19/2011
America's Authority on Lawn and Landscape Services (word mark)	Registered	42	Lawn care, namely, lawn, tree and shrub maintenance	76150021	10/19/2000	2777166	10/28/2003
Barefoot Grass (word mark)	Registered	42	Lawn maintenance services	73131313	6/22/1977	1085158	2/7/1978
Barefoot Grass Design (Children Playing)	Registered	42	Lawn maintenance services	73248410	02/01/80	1172655	10/06/81
Barefoot Grass Design (Children Playing in color)	Registered	42	Lawn maintenance services	73248481	02/01/80	1171732	09/29/81
Bay Country Lawns (Word Mark)	Registered	44	Garden care services; Lawn care; Plant care services; Tree care services; Yard care services	78853744	4/4/2006	3253346	6/19/2007
Bobby's Lawnmower (design)	Registered	44	lawn, tree, and shrub care	85024453	4/27/2010	3890003	12/14/2010
Chemlance (stylized)	Registered	7	Portable Mechanical Injector for Injecting Nutrients into the Soil Around Trees and Shrubs	73182268	08/16/78	1142243	12/09/80
ChemLawn (word mark)	Registered	1, 42	Fertilizers for agricultural and/or domestic use. (Class 1) Lawn, tree & shrub care services. (Class 42)	78064963	5/22/2001	2532268	1/22/2002
ECOGREEN (Word Mark)	Registered	42	Lawn and yard care, plant care, tree care, and garden care	75076269	3/8/1996	2104188	10/7/1997
ECOLAWN (Word Mark)	Registered	42	Lawn and yard care, plant care, tree care, and garden care	75071128	3/12/1996	2102193	9/30/1997
GO GREEN! and design	Registered	44	lawn care services; services of providing a scheduled program for the continued care of lawn and landscape; landscape design services; and consultation in the field of garden and landscape plans and design.	78913343	6/21/2006	3297914	9/25/2007
Go Greener (word mark)	Registered	37	integrated pest management services	77823583	9/10/2009	4169615	7/10/2012
Go Greener (word mark)	Registered	44	lawn, tree, and shrub care services	77823690	9/10/2009	4137314	5/8/2012
GRASSROOTS (and Design)	Registered		general pest control services	74597994	11/14/1994	2089556	8/19/1997
GREENER IS	Registered	44	lawn, tree, and shrub care	85148415	10/8/2010	3940963	4/5/2011
HEALTHY LAWN ANALYSIS	Registered	44	lawn, tree, and shrub care	85073515	6/29/2010	3855260	9/28/2010
HEALTHY LAWN GUARANTEE	Registered	44	lawn, tree, and shrub care services	77869949	11/11/2009	3797860	6/1/2010
HEALTHY LAWN PLAN	Registered	44	lawn, tree, and shrub care	85813145	12/31/2012	4348388	6/4/2013

HEALTHY TREE & SHRUB GUARANTEE	Registered	44	lawn, tree, and shrub care	85096956	7/30/2010	3912620	1/25/2011
Lawn Guru	Registered	44	lawn, tree and shrub care	76376221	2/28/2002	2860815	7/6/2004
Lawn Quality Audit (word mark)	Registered		Lawn Care Services	77379497	1/24/2008	3464805	7/8/2008
Leaf design	Registered	37	Integrated pest management	77821970	9/8/2009	3823144	7/20/2010
Leaf design	Registered	44	Lawn, tree, and shrub care	77821971	9/8/2009	3815756	7/6/2010
Leisure Lawn & Design	Registered	42	Lawn care services	73120727	3/28/1977	1097020	7/18/1978
Leisure Lawn (word mark)	Registered	42	Lawn care services	73056116	6/25/1975	1034116	2/17/1976
LQA Lawn Quality Audit & Design	Registered	44	Lawn Care Services	77041262	11/10/2006	3413921	4/22/2008
Masters Green & design	Registered	44	Lawn, tree and shrub care services	76576122	2/11/2004	2999911	9/27/2005
Masters Green (word mark)	Registered	44	Lawn, tree and shrub care services	76576069	2/11/2004	2964723	7/5/2005
MY BOTANIC PLANET	Application	42	Providing a website featuring educational information about environmental science.	85570544	3/15/2012	4453157	12/24/2013
Neighborhood Lawn Kid	Registered	44	lawn, tree, and shrub care services	77917762	1/22/2010	3868669	10/26/2010
See Your Business Through Your Customer's Eyes (word mark)	Registered	37, 42	insecticide spraying services; namely, insect and disease control (37) horticultural services; namely, lawn, tree and shrub maintenance services and landscaping services (42)	74207429	09/27/91	1741720	12/22/92
Spray Gun Configuration (drawing)	Registered	23	Liquid spray guns	73649400	03/13/87	1501915	08/30/88
Targeted Lawn Care (Word Mark)	Registered	37	integrated pest management services other than for agricultural purposes	77605135	10/31/2008	3600653	3/31/2009
Targeted Lawn Care (Word Mark)	Registered	44	lawn, tree and shrub care	77605104	10/31/2008	3600652	3/31/2009
The Dry Fertilizer People (word mark)	Registered	42	Lawn care services.	73072844	12/29/1975	1051560	10/26/1976
They Grow It, I Mow It.	Registered	44	lawn, tree, and shrub care services	77917789	1/22/2010	3871543	11/2/2010
Tree & Grass Design	Registered	42	Lawn, gardening, and yard care services, namely, lawn care, plant care and tree care services	76450856	9/16/2002	2773324	10/14/2003
TruBlend (word mark)	Registered	37	integrated pest management services other than for agricultural purposes	77630563	12/10/2008	3785721	5/4/2010
TruBlend (word mark)	Registered	44	lawn, tree, and shrub care services	77630560	12/10/2008	3703346	10/27/2009

TruCard (word mark)	Registered	37, 44	Installation and maintenance of landscape irrigation systems; landscape pesticide application; landscape snow and ice removal; pest control services. (37) Maintenance of indoor plants for others; lawn, tree and shrub care services; leasing and rental of indoor plants and horticultural services, namely, upkeep of plants for others; landscape gardening and design for others; flower, tree, shrub and lawn planting and maintenance for others. (44)	78925460	7/10/2006	3244647	5/22/2007
TRUCOMPLETE	Application	44	Horticultural processes and turf or lawn care services	85849275	2/13/2013		
TruDetail (word mark)	Registered	42	Lawn, tree and shrub care services.	77166887	4/26/2007	3368266	1/15/2008
TRUEXPERT	Application	44	lawn care	85905987	4/16/2013		
TruGreen (word mark)	Application	37	installation of building insulation	85641957	6/4/2012		
TruGreen (word mark)	Registered	1, 37, 42	Fertilizers for agricultural and/or domestic use. (Class 1) Installation and maintenance of landscape irrigation systems; landscape pesticide application; landscape snow and ice removal; pest control services. (Class 37) Lawn, tree and shrub care services. Landscape gardening and design for others; flower, tree, shrub and lawn planting and maintenance for others. (Class 42)	78065182	5/23/2001	2543094	2/26/2002
Tru-Green (word mark)	Registered	1	Agricultural chemicals, namely nurserymen mix consisting of copper, iron, manganese, and zinc, citrus growers organic iron	73600210	5/22/1986	1436117	4/14/1987
Tru Green (word mark)	Registered	42	lawn, tree and shrub care services	73748371	08/25/88	1531462	03/21/89
TRUGREEN GO GREENER	Registered	44	lawn, tree, and shrub care	85063297	6/15/2010	4078865	1/3/2012
TRUGREEN GO GREENER	Registered	37	integrated pest management other than for agricultural purposes	85063305	6/15/2010	4078866	1/3/2012
TruGreen LandCare (word mark)	Registered	37, 42	Installation and maintenance of landscape irrigation systems; landscape pesticide application; landscape snow and ice removal (37) Landscape gardening and design for others; flower, tree, shrub and lawn planting and maintenance for others; landscape tree and shrub care (42)	76007791	3/23/2000	2575183	6/4/2002
TruGreen Natural Nutrient (word mark)	Registered	44	natural lawn, tree, and shrub care services	77321793	11/5/2007	3592391	3/17/2009
TruGreen Program With Targeted Lawn Care (word mark)	Registered	37	integrated pest management	77379944	1/24/2008	3592634	3/17/2009

TruGreen Program With Targeted Lawn Care (word mark)	Registered	44	lawn, tree and shrub care services	77379975	1/24/2008	3592635	3/17/2009
TruGreen w/ Grass Design	Registered	42	Lawn care services	74141554	2/25/1991	1962583	3/19/1996
TRUEHEALTH	Application	44	Horticultural processes and turf or lawn care services	85849266	2/13/2013		
TRUMAINTEANCE	Application	44	Horticultural processes and turf or lawn care services	85849235	2/13/2013		
TruNatural (word mark)	Registered	37	integrated pest management services	77321017	11/5/2007	3592386	3/17/2009
TruNatural (word mark)	Registered	44	natural-based lawn, tree, and shrub care services	77321006	11/5/2007	3616893	5/5/2009
TruNatural Program With Targeted Lawn Care (word mark)	Registered	37	integrated pest management	77379987	1/24/2008	3592636	3/17/2009
TruNatural Program With Targeted Lawn Care (word mark)	Registered	44	natural-based lawn, tree and shrub care services	77380006	1/24/2008	3592637	3/17/2009
TruNatural with Targeted Lawn Care (word mark)	Registered	37	integrated pest management services	77321345	11/5/2007	3592387	3/17/2009
TruNatural with Targeted Lawn Care (word mark)	Registered	44	natural-based lawn, tree, and shrub care services	77321358	11/5/2007	3592388	3/17/2009
TruPerformance (word mark)	Registered	37	integrated pest management services other than for agricultural purposes	77630539	12/10/2008	3785720	5/4/2010
TruPerformance (word mark)	Registered	44	lawn, tree, and shrub care services	77630512	12/10/2008	3703344	10/27/2009
TruShield (word mark)	Registered	37	pest control services	77166872	4/26/2007	3387979	2/26/2008
TRUSIGNATURE	Application	44	Horticultural processes and turf or lawn care services, namely, providing preparation and development of turfgrass and/or soil for providing an environment that encourages improved growth attributes.	86117667	11/13/2013		
TruStories	Registered	44	lawn, tree, and shrub care	85196283	12/13/2010	4017235	8/23/2011
Turf Works	Registered	42	lawn care, tree and landscaping services	78084880	09/21/01	2578889	06/11/02
INSPECTOR NECTAR	Application	42	Providing a web site featuring educational information about environmental science	85570551	3/15/2012		
FLAVOR FLORES	Application	42	Providing a web site featuring educational information about environmental science	85570559	3/15/2012		