

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NUNC PRO TUNC ASSIGNMENT | | |
| EFFECTIVE DATE: | 02/16/2012 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Dwyer Franchising LLC | | 01/31/2014 |
| | | | Entity Type |
| | | | LIMITED LIABILITY COMPANY: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | The Grounds Guys LLC | | |
| Street Address: | 1010 North University Parks Drive | | |
| City: | Waco | | |
| State/Country: | TEXAS | | |
| Postal Code: | 76707 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: TEXAS | | |
| PROPERTY NUMBERS Total: 4 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 4154466 | THE GROUNDS GUYS |
| | Registration Number: | 3855031 | THE GROUNDS GUYS |
| | Registration Number: | 3932623 | THE GROUNDS GUYS |
| | Registration Number: | 4122266 | THE GROUNDS GUYS |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4045414607 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 4048156500 | | |
| Email: | vnorthcutt@kilpatricktownsend.com | | |
| Correspondent Name: | William H. Brewster | | |
| Address Line 1: | 1100 Peachtree St., Suite 2800 | | |
| Address Line 2: | Kilpatrick Townsend & Stockton LLP | | |
| Address Line 4: | Atlanta, GEORGIA 30309 | | |

OP \$115.00 4154466

TRADEMARK

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| ATTORNEY DOCKET NUMBER: | 95653.873501 |
| NAME OF SUBMITTER: | Valetta Northcutt, Paralegal |
| Signature: | /val northcutt/ |
| Date: | 02/04/2014 |
| Total Attachments: 2 source=GROUNDS GUYS NUNC Pro TUNC U S TM Assignment#page1.tif source=GROUNDS GUYS NUNC Pro TUNC U S TM Assignment#page2.tif | |

NUNC PRO TUNC U.S. TRADEMARK ASSIGNMENT

This Nunc Pro Tunc U.S. Trademark Assignment is made and entered into and shall be effective, *nunc pro tunc*, as of the 16th day of February, 2012 ("Effective Date") by and between Dwyer Franchising LLC, a limited liability company organized under the laws of Texas with its principal place of business at 1010 North University Parks Drive, Waco, Texas 76707 ("Assignor") and The Grounds Guys LLC, a limited liability company organized under the laws of the State of Texas with its principal place of business at 1010 North University Parks Drive, Waco, Texas 76707 ("Assignee").

WHEREAS, Assignor is the owner of the United States trademarks identified in Exhibit A (the "Trademarks") as well as the United States federal registrations for each of the foregoing Trademarks identified in Exhibit A (the "Registrations");

WHEREAS, Assignee wishes to acquire all right, title and interest Assignor has or may have in and to the Trademarks and Registrations and the good will associated therewith including the right to sue for past infringement.

NOW, THEREFORE, in consideration of payment of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee all right, title and interest Assignor has or may have in and to the Trademarks and the Registrations, together with the good will of the business which is symbolized by the Trademarks and Registrations and with the right to recover for damages and profits and all other remedies for past infringements thereof as of the Effective Date. Assignor further agrees to execute and deliver to Assignee, its successors and assigns, such other and further assignments, instruments and documents as Assignee reasonably may request from time to time for the purpose of establishing, registering, evidencing, enforcing, or defending Assignee's ownership of all rights, titles and interest of every kind and nature whatsoever in and to the Trademarks and the Registrations as of the Effective Date.

IN WITNESS WHEREOF, Dwyer Franchising LLC and The Grounds Guys LLC have each caused this Nunc Pro Tunc Trademark Assignment to be executed and affixed their seals as of this 31 day of January, 2014.



DWYER FRANCHISING LLC

THE GROUNDS GUYS LLC

By: 
Michael B. Bidwell
President and Chief Operating Officer

By: 
Christopher Elmore, President

EXHIBIT A TO NUNC PRO TUNC U.S. TRADEMARK ASSIGNMENT

| Mark | Reg. No. | Class/Description |
|---|----------|--|
| THE GROUNDS GUYS | 4154466 | 37 Snow removal services. 39 Junk, trash and debris removal. 44 Tree care services; landscape design; landscape gardening; horticultural services, namely, installing sod and lawn and vegetation fertilization and treatment. |
| THE GROUNDS GUYS | 3855031 | 35 Franchise services, namely, offering business management assistance in the establishment and operation of grounds care companies. 44 Lawn care; lawn mowing and trimming services. |
| THE GROUNDS GUYS (and design)  | 3932623 | 35 Franchise services, namely, offering business management assistance in the establishment and operation of grounds care companies. 44 Lawn care; lawn mowing and trimming services. |
| THE GROUNDS GUYS (and design)  | 4122266 | 37 Snow removal services. 39 Junk, trash and debris removal. 44 Tree care services; landscape design; landscape gardening; horticultural services, namely, installing sod and lawn and vegetation fertilization and treatment. |