

RE 900277270 01/14/2014

TRADEMARK ASSIGNMENT

03/26/2014



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Electronic Version v1.1
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MRD 1/14/2014

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks (Term)
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citibank, N.A.		01/14/2014	national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	TruGreen Limited Partnership
Street Address:	860 Ridge Lake Boulevard
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38120
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	TruGreen Companies L.L.C.
Street Address:	860 Ridge Lake Boulevard
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38120
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	1601498	ALL-NUTRIENT
Registration Number:	2777166	AMERICA'S AUTHORITY ON LAWN AND LANDSCAP
Registration Number:	3217488	AMERICA'S AUTHORITY ON LAWN CARE
Registration Number:	1085158	BAREFOOT GRASS
Registration Number:	1172655	
Registration Number:	1171732	
Registration Number:	1142243	CHEMLANCE
Registration Number:	2532268	CHEMLAWN

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Registration Number:	1518305	CHEMLAWN GUARANTEES RESULTS
Registration Number:	1523817	CHEMLAWN TREE & SHRUB CARE
Registration Number:	1565235	CHEMLAWN WE CARE, AND IT SHOWS.
Registration Number:	1069173	CHEMSCAPE
Registration Number:	1069172	CHEMSCAPE
Registration Number:	1517605	ESTATE
Registration Number:	2625186	GRASSROOTS
Registration Number:	2089556	GRASSROOTS
Registration Number:	1097020	LEISURE LAWN
Registration Number:	1034116	LEISURE LAWN
Registration Number:	3413921	LQA LAWN QUALITY AUDIT
Registration Number:	3190162	MAKING AMERICA BEAUTIFUL. ONE LAWN AT A
Registration Number:	2352859	NORTH AMERICA'S AUTHORITY ON LANDSCAPE S
Registration Number:	2646304	PROFESSIONAL'S CHOICE BY TRUGREEN CHEMLA
Registration Number:	1741720	SEE YOUR BUSINESS THROUGH YOUR CUSTOMER'
Registration Number:	1501915	
Registration Number:	1051560	THE DRY FERTILIZER PEOPLE
Registration Number:	1531462	TRU GREEN
Registration Number:	3242039	TRUCARD
Registration Number:	3244647	TRUCARD
Registration Number:	3368266	TRUDETAIL
Registration Number:	2543094	TRUGREEN
Registration Number:	1436117	TRU-GREEN
Registration Number:	2588601	TRUGREEN CHEMLAWN
Registration Number:	3150944	TRUGREEN COMPANIES
Registration Number:	3150945	TRUGREEN COMPANIES
Registration Number:	2511969	TRUGREEN INTERIOR PLANTCARE
Registration Number:	2543093	TRUGREEN LAWNCARE
Registration Number:	1962583	TRUGREEN
Registration Number:	3387979	TRUSHIELD
Registration Number:	2578889	TURF WORKS
Registration Number:	1436848	WE GO THAT EXTRA YARD
Registration Number:	3032316	YOUR LAWN MEANS MORE
Registration Number:	1661097	GROUND CONTROL
Registration Number:	2575183	TRUGREEN LANDCARE

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: 212-909-6000

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
Signature:	/Steven Keslowitz/
Date:	01/14/2014

Total Attachments: 5

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EXECUTION VERSION

TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS
(TERM)

TERMINATION AND RELEASE, dated as of January 14, 2014, from Citibank, N.A., a United States national banking association (the "Agent"), as administrative agent and collateral agent for the several banks and other financial institutions (the "Lenders") that are parties to the Credit Agreement (as hereinafter defined), to TruGreen Limited Partnership, a Delaware limited partnership ("TGLP") and TruGreen Companies L.L.C., a Delaware limited liability company ("TG Companies" and, together with TGLP, the "Grantors"). Capitalized terms used herein without definition are used as defined in that certain Credit Agreement, dated as of July 24, 2007, among The ServiceMaster Company, LLC (as successor to The ServiceMaster Company), the Agent, the Lenders and the other parties party thereto (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement") and the Guarantee and Collateral Agreement (as hereinafter defined).

WITNESSETH:

WHEREAS, pursuant to that certain Guarantee and Collateral Agreement, dated as of July 24, 2007, made by The ServiceMaster Company, LLC (as successor to The ServiceMaster Company), CDRSVM Holding, LLC, the Grantors and certain other Subsidiaries of The ServiceMaster Company, LLC (as successor to The ServiceMaster Company) in favor of the Agent (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in the Grantors' Intellectual Property, including the Pledged Trademarks (as hereinafter defined); and

WHEREAS, the Security Interest in the Pledged Trademarks was recorded in the Trademark Division of the United States Patent and Trademark Office on September 12, 2007, at Reel 3619, Frame 0692 and at Reel 3619, Frame 0712;

WHEREAS, the Security Interest in the Pledged Trademarks identified at Reel 3619, Frame 0712 was originally granted by TruGreen Landcare L.L.C. and such Pledged Trademarks were subsequently assigned by TruGreen Landcare L.L.C. to TGLP on January 1, 2011 and by TGLP to TG Companies on January 1, 2011; and

WHEREAS, pursuant to that certain Release Letter, dated as of January 14, 2014, by and among The ServiceMaster Company, LLC and the Agent (the "Release Letter"), the Agent agreed to release its Lien on and security interest in the Released Assets (as defined in the Release Letter), including the Pledged Trademarks; and

WHEREAS, in connection with the Release Letter and in reliance on the notice and certifications of The ServiceMaster Company, LLC therein and without any independent investigation of the matters set forth therein, the Agent now desires to terminate and release the entirety of its Security Interest in the Pledged Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Pledged Trademarks: The term "Pledged Trademarks," as used herein, shall mean all of the Trademarks of the Grantors (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 such Trademarks.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Pledged Trademarks, and any right, title or interest of the Agent in such Pledged Trademarks shall hereby cease and become void.

3. Further Assurances: At any time and from time to time, upon the written request of any Grantor, the Agent shall promptly and duly execute and deliver such further instruments and documents and take such further actions as such Grantor may reasonably request for the purpose of rendering effective the release of the Security Interest.

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

CITIBANK, N.A.,
as Agent

By: 

Name:

Title:

Alvaro De Velasco
Vice President
(212) 816-4312

[Term Loan Trademark Security Release]