

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM406813

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
EXTERIOR MAINTENANCE RESOURCES, INC.		11/16/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	M&T BANK		
<b>Street Address:</b>	One Fountain Plaza		
<b>Internal Address:</b>	M&T Center		
<b>City:</b>	Buffalo		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14203-1495		
<b>Entity Type:</b>	banking corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86219860	IMERIT	
<b>Serial Number:</b>	86273342	MERIT	
<b>Serial Number:</b>	86273363	I	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4433855119		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	4103855081		
<b>Email:</b>	lbell@gebsmith.com		
<b>Correspondent Name:</b>	Laura Bell, Legal Asst		
<b>Address Line 1:</b>	1 South Street, Suite 2200		
<b>Address Line 2:</b>	Gebhardt & Smith LLP		
<b>Address Line 4:</b>	Baltimore, MARYLAND 21202		
<b>NAME OF SUBMITTER:</b>	James M. Smith		
<b>SIGNATURE:</b>	/James M. Smith/		
<b>DATE SIGNED:</b>	11/29/2016		
<b>Total Attachments: 4</b>			
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office


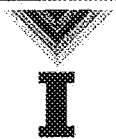
Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 11, 2016 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and M&T Bank, as a "Secured Party", whose address is located at M&T Center, One Fountain Plaza, Buffalo, New York 14203-1495, Attention: Legal Department, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby grants to the "Secured Party" as defined therein a continuing security interest in and to, the trademarks and trademark applications shown below:

TRADEMARKS

Common law trademarks and tradenames such as "Merit Service Solutions" and "Sunterra Landscape Services," and all related trademarks, tradenames and logos.

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
86/219,860	IMERIT	03/13/2014
86/273,342		05/06/2014
86/273,363		05/06/2014

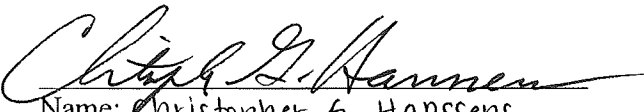
The Obligors and the Secured Party hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature On Following Page]

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

EXTERIOR MAINTENANCE RESOURCES, INC.,  
a Delaware corporation

By:   
Name: Christopher G. Hanssens  
Title: Chairman and vice President

Acknowledged and Accepted:

M&T BANK,  
as Secured Party

By: \_\_\_\_\_  
William Musselman,  
Senior Relationship Manager

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

EXTERIOR MAINTENANCE RESOURCES, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Name:

Title:

Acknowledged and Accepted:

M&T BANK,  
as Secured Party

By: \_\_\_\_\_

*William Musselman*  
William Musselman,

Senior Relationship Manager *Vice President*