

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM614842

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Back-Up Security Interest in Trademarks
SEQUENCE:	12

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ServiceMaster Funding LLC		12/09/2020	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	ServiceMaster Systems LLC
Street Address:	150 Peabody Place
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38103
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 91

Property Type	Number	Word Mark
Registration Number:	4066525	
Registration Number:	1968902	
Registration Number:	2085318	
Registration Number:	5379114	1-800-WE FIX IT
Registration Number:	2229232	1-888-WE SERVE
Registration Number:	3422244	800-RESPOND
Registration Number:	3422245	866 RECOVER
Registration Number:	1497266	AMERISPEC
Registration Number:	4066524	AMERISPEC
Registration Number:	2649445	AMERISPEC HOME INSPECTION SERVICE
Registration Number:	2524568	AMERISPEC INSPECTION SERVICES
Registration Number:	4066523	AMERISPEC INSPECTION SERVICES
Registration Number:	2567088	AMERISPEC SMART START
Registration Number:	2567087	AMERISPEC SMART START LONG TERM SUCCESS
Registration Number:	3958321	ASK THE INSPECTOR
Registration Number:	3422247	CAPTURE AND REMOVAL CLEANING
Registration Number:	3422249	CAPTURE AND REMOVAL CLEANING
Registration Number:	5154354	DON'T KNOW WHAT TO DO NEXT? WE DO.

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5829856	ECINCHAL
Registration Number:	5921021	ECINCHAL
Registration Number:	4088009	FIBERFRESH
Registration Number:	4052298	FURNITURE MEDIC
Registration Number:	2512612	FURNITURE MEDIC
Registration Number:	1712243	FURNITURE MEDIC
Registration Number:	4048505	FURNITURE MEDIC
Registration Number:	4581640	GLASS HERO
Registration Number:	3423600	GO GREEN WITH SERVICEMASTER CLEAN
Registration Number:	3326365	GREEN FOR
Registration Number:	5181742	LIVE THE MERRY MAIDS LIFE
Registration Number:	4045518	MERRY MAIDS
Registration Number:	4045519	MERRY MAIDS
Registration Number:	2512613	MERRY MAIDS
Registration Number:	1343329	MERRY MAIDS
Registration Number:	4045520	MERRY MAIDS
Registration Number:	4289947	MERRY MAIDS ADVANTAGE
Registration Number:	3721719	MERRY MAIDS FOR SMALL SPACES
Registration Number:	3091640	MERRY MAIDS RELAX. IT'S DONE.
Registration Number:	3475785	ODORGO
Registration Number:	2222834	ONE LESS THING TO WORRY ABOUT
Registration Number:	3202168	ORDINARY TASKS. EXTRAORDINARY SERVICE.
Registration Number:	3860652	PROTECTION BEYOND THE INSPECTION
Registration Number:	3918093	PROTECTION BEYOND THE INSPECTION
Registration Number:	2058995	QRV
Registration Number:	2009898	RECOVERLINK
Registration Number:	3091639	RELAX. IT'S DONE.
Registration Number:	3371397	RESTORING PEACE OF MIND
Registration Number:	1882533	RX
Registration Number:	4088010	SANIMASTER
Registration Number:	4087949	SERVICELINK
Registration Number:	2156448	SERVICELINK
Registration Number:	782584	SERVICEMASTER
Registration Number:	868781	SERVICEMASTER
Registration Number:	922556	SERVICEMASTER
Registration Number:	1220269	SERVICEMASTER
Registration Number:	1371924	SERVICEMASTER
Registration Number:	3176174	SERVICEMASTER

Property Type	Number	Word Mark
Registration Number:	3071081	SERVICEMASTER
Registration Number:	3100426	SERVICEMASTER
Registration Number:	3182755	SERVICEMASTER
Registration Number:	4305155	SERVICEMASTER
Registration Number:	4309182	SERVICEMASTER
Registration Number:	5149266	SERVICEMASTER
Registration Number:	3469170	SERVICEMASTER CLEAN
Registration Number:	3444272	SERVICEMASTER CLEAN
Registration Number:	2503864	SERVICEMASTER CLEAN
Registration Number:	2503865	SERVICEMASTER CLEAN
Registration Number:	2254065	SERVICEMASTER CLEAN
Registration Number:	2414270	SERVICEMASTER CLEAN
Registration Number:	4209320	SERVICEMASTER CLEAN
Registration Number:	3418024	SERVICEMASTER CLEAN
Registration Number:	3418021	SERVICEMASTER CLEAN
Registration Number:	3336226	SERVICEMASTER FAMILY OF BRANDS
Registration Number:	2023182	SERVICEMASTER QUALITY RESTORATION VENDOR
Registration Number:	2023179	SERVICEMASTER RECOVERY MANAGEMENT
Registration Number:	3719910	SERVICEMASTER RESTORE
Registration Number:	3716787	SERVICEMASTER RESTORE
Registration Number:	3834551	SERVICEMASTER RESTORE
Registration Number:	3834553	SERVICEMASTER RESTORE
Registration Number:	3971917	SHINEFFECTIVE
Registration Number:	2569725	SMART START
Registration Number:	4088011	SOLVOIL
Registration Number:	4659634	SRM
Registration Number:	4659580	SRM SERVICEMASTER RECOVERY MANAGEMENT
Registration Number:	4581641	STAINLESS STEEL HERO
Registration Number:	3117025	THE CLEAN YOU EXPECT. THE SERVICE YOU DE
Registration Number:	1054498	THE CLEANING PEOPLE WHO CARE
Registration Number:	5919362	THE EXTRA IN YOUR ORDINARY
Registration Number:	4581639	TUB & TILE HERO
Registration Number:	4088008	WALLGLIDE
Registration Number:	2023015	WE SERVE
Registration Number:	5407635	WE STOP AT NOTHING

CORRESPONDENCE DATA

Fax Number:

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.

Email: ebensoul@paulweiss.com, jaliano@paulweiss.com,
cmannino@paulweiss.com, mmcguire@paulweiss.com

Correspondent Name: Elana D. Bensoul

Address Line 1: PAUL WEISS RIFKIND WHARTON & GARRISON LLP

Address Line 2: 1285 AVENUE OF THE AMERICAS

Address Line 4: NEW YORK, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	017514-116
--------------------------------	------------

NAME OF SUBMITTER:	Elana D. Bensoul
---------------------------	------------------

SIGNATURE:	/edb/
-------------------	-------

DATE SIGNED:	12/16/2020
---------------------	------------

Total Attachments: 6

source=12. TM Third-Tier back-up#page1.tif

source=12. TM Third-Tier back-up#page2.tif

source=12. TM Third-Tier back-up#page3.tif

source=12. TM Third-Tier back-up#page4.tif

source=12. TM Third-Tier back-up#page5.tif

source=12. TM Third-Tier back-up#page6.tif

NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS (US)

This Notice of Grant of Back-up Security Interest in Trademarks (the “Notice”), is made and entered into as of December 9, 2020, by SERVICEMASTER FUNDING LLC, a Delaware limited liability company located at 150 Peabody Place, Memphis, TN 38103, (“Grantor”), in favor of SERVICEMASTER SYSTEMS LLC, a Delaware limited liability company located at 150 Peabody Place, Memphis, TN 38103 (“Secured Party”) (collectively referred to as the “Parties”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks, including the associated registrations and applications for registration, set forth on Schedule 1 attached hereto (collectively, the “Trademarks”) and the goodwill connected with the use of or symbolized thereby; and

WHEREAS, pursuant to the Third-Tier Contribution Agreement between the Parties of even date herewith (the “Agreement”), solely in the event that a court of competent jurisdiction were to hold that the contribution of certain intellectual property defined in the Agreement as the Contributed IP thereunder does not constitute a valid contribution or absolute transfer of such Contributed IP in accordance therewith, but instead constitutes a loan, Grantor has granted a security interest in Grantor’s right, title and interest in, to and under such Contributed IP, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, and all products and proceeds of the foregoing, and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment of any guaranties, indemnities, insurance and other agreements or arrangements of whatever character from time to time purporting to secure or otherwise with respect to any of the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to Section 3.1(e) of the Agreement, Grantor agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the “USPTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement in the event a court of competent jurisdiction were to hold that the contribution of the Trademarks pursuant to the Agreement does not constitute a valid contribution or absolute transfer of the Trademarks as set forth in the Agreement, but instead constitutes a loan;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants a security interest in favor of the Secured Party in all of Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or hereafter acquired by Grantor, to secure such loan in the aggregate value of the Contributed Assets; *provided that* the grant of security interest hereunder shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the grant and/or enforcement of such security interest, including intent-to-use applications filed with the USPTO pursuant to 15 USC Section 1051(b) prior to the filing and acceptance of a statement of use or

amendment to allege use pursuant to 15 USC Section 1051(c) or (d), unless and until such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, canceled, voided or abandoned.

Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement.

1. The Parties intend that this Notice is for recordation purposes only. The terms of this Notice shall not modify, and shall be subject to, the applicable terms and conditions of the Agreement, which govern the Secured Party's interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in the Trademark Collateral for the benefit of the Secured Party, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Secured Party hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Agreement and shall terminate automatically upon the termination of the Agreement.

3. THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

4. This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute a single agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered as of the date first written above.

SERVICEMASTER FUNDING LLC

By: _____

Name: Timothy Leslie

Title: Secretary

[Signature Page to Notice of Grant of Back-Up Security Interest in Trademarks (US) (Third-Tier)]

**TRADEMARK
REEL: 007136 FRAME: 0992**

**Schedule 1
Trademarks**

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date
United States	(Device Only)	85290223	8-Apr-11	4066525	6-Dec-11
United States	(Device Only)	74533255	6-Jun-94	1968902	16-Apr-96
United States	(Device Only)	74733339	22-Sep-95	2085318	5-Aug-97
United States	1-800-WE FIX IT	87489516	14-Jun-17	5379114	16-Jan-18
United States	1-888-WE SERVE	74698530	7-Jul-95	2229232	2-Mar-99
United States	800-RESPOND	77259054	20-Aug-07	3422244	6-May-08
United States	866 RECOVER	77259116	20-Aug-07	3422245	6-May-08
United States	AMERISPEC	73694635	6-Nov-87	1497266	19-Jul-88
United States	AMERISPEC	85290218	8-Apr-11	4066524	6-Dec-11
United States	AMERISPEC HOME INSPECTION SERVICE	78065086	22-May-01	2649445	12-Nov-02
United States	AMERISPEC INSPECTION SERVICES	76089922	13-Jul-00	2524568	1-Jan-02
United States	AMERISPEC INSPECTION SERVICES	85290193	8-Apr-11	4066523	6-Dec-11
United States	AMERISPEC SMART START	76190562	5-Jan-01	2567088	7-May-02
United States	AMERISPEC SMART START LONG TERM SUCCESS - WEEK BY WEEK	76190561	5-Jan-01	2567087	7-May-02
United States	ASK THE INSPECTOR	77662423	3-Feb-09	3958321	10-May-11
United States	CAPTURE AND REMOVAL CLEANING	77259136	20-Aug-07	3422247	6-May-08
United States	CAPTURE AND REMOVAL CLEANING	77259161	20-Aug-07	3422249	6-May-08
United States	DON'T KNOW WHAT TO DO NEXT? WE DO.	87001124	14-Apr-16	5154354	7-Mar-17
United States	ECINCHAL	87928179	18-May-18	5829856	6-Aug-19
United States	ECINCHAL	88462485	6-Jun-19	5921021	26-Nov-19
United States	FIBERFRESH	85354215	23-Jun-11	4088009	17-Jan-12
United States	FURNITURE MEDIC	85265736	14-Mar-11	4052298	8-Nov-11
United States	FURNITURE MEDIC	76223240	12-Mar-01	2512612	27-Nov-01
United States	FURNITURE MEDIC	74222102	18-Nov-91	1712243	1-Sep-92
United States	FURNITURE MEDIC	85265738	14-Mar-11	4048505	1-Nov-11
United States	GLASS HERO	86018578	24-Jul-13	4581640	5-Aug-14
United States	GO GREEN WITH SERVICEMASTER CLEAN (and Design)	77052044	28-Nov-06	3423600	6-May-08
United States	GREEN FOR	78660893	29-Jun-05	3326365	30-Oct-07
United States	LIVE THE MERRY MAIDS LIFE	87222888	1-Nov-16	5181742	11-Apr-17
United States	MERRY MAIDS	85290155	8-Apr-11	4045518	25-Oct-11
United States	MERRY MAIDS	85290164	8-Apr-11	4045519	25-Oct-11
United States	MERRY MAIDS	76223241	12-Mar-01	2512613	27-Nov-01
United States	MERRY MAIDS	73510391	26-Nov-84	1343329	18-Jun-85

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date
United States	MERRY MAIDS	85290174	8-Apr-11	4045520	25-Oct-11
United States	MERRY MAIDS ADVANTAGE	85464385	4-Nov-11	4289947	12-Feb-13
United States	MERRY MAIDS FOR SMALL SPACES	77732349	8-May-09	3721719	8-Dec-09
United States	MERRY MAIDS RELAX. IT'S DONE.	78637007	25-May-05	3091640	9-May-06
United States	ODORGO	77350556	12-Dec-07	3475785	29-Jul-08
United States	ONE LESS THING TO WORRY ABOUT	75427145	2-Feb-98	2222834	9-Feb-99
United States	ORDINARY TASKS. EXTRAORDINARY SERVICE.	78873528	1-May-06	3202168	23-Jan-07
United States	PROTECTION BEYOND THE INSPECTION	77954681	9-Mar-10	3860652	12-Oct-10
United States	PROTECTION BEYOND THE INSPECTION	77954685	9-Mar-10	3918093	8-Feb-11
United States	QRV (and Design)	75066696	4-Mar-96	2058995	6-May-97
United States	RECOVERLINK	74725940	7-Sep-95	2009898	22-Oct-96
United States	RELAX. IT'S DONE.	78636995	25-May-05	3091639	9-May-06
United States	RESTORING PEACE OF MIND	77019883	12-Oct-06	3371397	22-Jan-08
United States	RX (and Design)	74473050	27-Dec-93	1882533	7-Mar-95
United States	SANIMASTER	85354236	23-Jun-11	4088010	17-Jan-12
United States	SERVICELINK	85348308	16-Jun-11	4087949	17-Jan-12
United States	SERVICELINK	75228628	21-Jan-97	2156448	12-May-98
United States	SERVICEMASTER	72159632	21-Dec-62	782584	29-Dec-64
United States	SERVICEMASTER	72293055	12-Mar-68	868781	29-Apr-69
United States	SERVICEMASTER	72370264	9-Sep-70	922556	19-Oct-71
United States	SERVICEMASTER	73227839	17-Aug-79	1220269	14-Dec-82
United States	SERVICEMASTER	73537107	13-May-85	1371924	19-Nov-85
United States	SERVICEMASTER	78600872	4-Apr-05	3176174	28-Nov-06
United States	SERVICEMASTER	78600878	4-Apr-05	3071081	21-Mar-06
United States	SERVICEMASTER	78600880	4-Apr-05	3100426	6-Jun-06
United States	SERVICEMASTER	78627592	11-May-05	3182755	12-Dec-06
United States	SERVICEMASTER	85687379	26-Jul-12	4305155	19-Mar-13
United States	SERVICEMASTER	85727229	12-Sep-12	4309182	26-Mar-13
United States	SERVICEMASTER (Stylized and/or design)	86889007	27-Jan-16	5149266	28-Feb-17
United States	SERVICEMASTER CLEAN	77258245	17-Aug-07	3469170	15-Jul-08
United States	SERVICEMASTER CLEAN	77258078	17-Aug-07	3444272	10-Jun-08
United States	SERVICEMASTER CLEAN	76130761	19-Sep-00	2503864	6-Nov-01
United States	SERVICEMASTER CLEAN	76130762	19-Sep-00	2503865	6-Nov-01
United States	SERVICEMASTER CLEAN	75234417	31-Jan-97	2254065	15-Jun-99
United States	SERVICEMASTER CLEAN	75234419	31-Jan-97	2414270	19-Dec-00
United States	SERVICEMASTER CLEAN	85522878	23-Jan-12	4209320	18-Sep-12
United States	SERVICEMASTER CLEAN (and Design)	77258318	17-Aug-07	3418024	29-Apr-08
United States	SERVICEMASTER CLEAN (and Design)	77258299	17-Aug-07	3418021	29-Apr-08

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date
United States	SERVICEMASTER FAMILY OF BRANDS	78638728	27-May-05	3336226	13-Nov-07
United States	SERVICEMASTER QUALITY RESTORATION VENDOR QRV (and Design)	74691663	21-Jun-95	2023182	17-Dec-96
United States	SERVICEMASTER RECOVERY MANAGMENT	74691463	21-Jun-95	2023179	17-Dec-96
United States	SERVICEMASTER RESTORE	77655012	23-Jan-09	3719910	1-Dec-09
United States	SERVICEMASTER RESTORE	77655029	23-Jan-09	3716787	24-Nov-09
United States	SERVICEMASTER RESTORE (and Design)	77910627	13-Jan-10	3834551	17-Aug-10
United States	SERVICEMASTER RESTORE (and Design)	77910631	13-Jan-10	3834553	17-Aug-10
United States	SHINEFFECTIVE	85073521	29-Jun-10	3971917	31-May-11
United States	SMART START	76190563	5-Jan-01	2569725	14-May-02
United States	SOLVOIL	85354245	23-Jun-11	4088011	17-Jan-12
United States	SRM	86285525	19-May-14	4659634	23-Dec-14
United States	SRM SERVICEMASTER RECOVERY MANAGEMENT (and Design)	86281909	15-May-14	4659580	23-Dec-14
United States	STAINLESS STEEL HERO	86018583	24-Jul-13	4581641	5-Aug-14
United States	THE CLEAN YOU EXPECT. THE SERVICE YOU DESERVE.	78680852	28-Jul-05	3117025	18-Jul-06
United States	THE CLEANING PEOPLE WHO CARE	73081589	26-Mar-76	1054498	14-Dec-76
United States	THE EXTRA IN YOUR ORDINARY	88419614	7-May-19	5919362	26-Nov-19
United States	TUB & TILE HERO	86018572	24-Jul-13	4581639	5-Aug-14
United States	WALLGLIDE	85354194	23-Jun-11	4088008	17-Jan-12
United States	WE SERVE	74666638	27-Apr-95	2023015	17-Dec-96
United States	WE STOP AT NOTHING	87588962	29-Aug-17	5407635	20-Feb-18