

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM635421

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Grounds Guys LLC		03/25/2021	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Grounds Guys SPV LLC		
<b>Street Address:</b>	1010 N University Parks Drive		
<b>City:</b>	Waco		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	76707		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4154466	THE GROUNDS GUYS	
<b>Registration Number:</b>	3855031	THE GROUNDS GUYS	
<b>Registration Number:</b>	4122266	THE GROUNDS GUYS	
<b>Registration Number:</b>	3932623	THE GROUNDS GUYS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3366077500		
<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>	336-607-7513		
<b>Email:</b>	mjarrell@kilpatricktownsend.com		
<b>Correspondent Name:</b>	Michelle Jarrell, Paralegal		
<b>Address Line 1:</b>	Kilpatrick Townsend & Stockton LLP		
<b>Address Line 2:</b>	1001 West Fourth Street		
<b>Address Line 4:</b>	Winston-Salem, NORTH CAROLINA 27101		
<b>ATTORNEY DOCKET NUMBER:</b>	1232560		
<b>NAME OF SUBMITTER:</b>	Tiffani D. Otey		
<b>SIGNATURE:</b>	/Tiffani D. Otey/		
<b>DATE SIGNED:</b>	03/30/2021		
<b>Total Attachments: 4</b>			

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment"), effective as of the 25th day of March, 2021 is made and entered into by and between The Grounds Guys LLC ("Assignor") and The Grounds Guys SPV LLC ("Assignee"). Assignor and Assignee are referred to individually as a "Party" and collectively as the "Parties".

WHEREAS, Assignor is the record owner of the trademark registrations and trademark applications identified in the attached Schedule A (the "Trademarks");

WHEREAS, pursuant to that certain Contribution Agreement by and between the Parties dated as of the date hereof, Assignor has assigned to Assignee all rights, title, and interests in and to the Trademarks (including all goodwill symbolized thereby and associated therewith), and the Parties wish to record such assignment with the relevant trademark offices:

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:


1. Pursuant to the Contribution Agreement, Assignor hereby assigns and transfers to Assignee, its successors and permitted assigns, and Assignee hereby accepts and receives, all of Assignor's entire rights, title, and interests in, to and under the Trademarks, including, without limitation, (a) the goodwill of the business symbolized by and associated with the Trademarks; and (b) any and all powers and rights of Assignor under the Trademarks, including without limitation, legal actions and rights and remedies at law or in equity for past, present, or future infringements, dilutions, or other violations of the Trademarks, including without limitation, the right to sue for, collect, and retain all damages, profits, proceeds, and all other remedies associated therewith.
2. Assignor hereby authorizes and requests the trademark office to record Assignee as the assignee and owner of the Trademarks.
3. This Assignment will be binding upon and enforceable against Assignor and Assignor's respective successors and assigns and will inure to the benefit of and be enforceable by Assignee and its successors and assigns.
4. This Assignment will be governed by, and construed and enforced in accordance with, the substantive laws of the State of New York, without regard to its principles of conflicts of laws. This Assignment may not be supplemented, altered, or modified in any manner except by a writing signed by both Parties.
5. This Assignment may be executed in digital or electronic form (including via .pdf signature) and in any number of counterparts, and by the Parties in separate counterparts, each of which will be deemed an original for all purposes and all of which together will constitute one and the same instrument.

[Signature Pages Follow]

IN WITNESS WHEREOF, the duly authorized representatives of the Parties have caused this Assignment to be duly executed and delivered as of the date first written above.


ASSIGNOR:

THE GROUNDS GUYS LLC

By:   
-----  
Name: Jon Shell  
Title: Treasurer


ASSIGNEE:

THE GROUNDS GUYS SPV LLC

By:   
-----  
Name: Jon Shell  
Title: Treasurer

**Schedule A**

Trademarks

Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	THE GROUNDS GUYS	Registered	77828101 Sep 16, 2009	4154466 Jun 5, 2012	The Grounds Guys LLC	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.	Sec 8/9 Renewal Deadline Jun 5, 2022
United States of America	THE GROUNDS GUYS	Registered	77980208 Sep 16, 2009	3855031 Sep 28, 2010	The Grounds Guys LLC	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.	Sec 8/9 Renewal Deadline Sep 28, 2030
United States of America	THE GROUNDS GUYS (and design) 	Registered	77928030 Feb 4, 2010	4122266 Apr 3, 2012	The Grounds Guys LLC	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.	Sec 8/9 Renewal Deadline Apr 3, 2022
United States of America	THE GROUNDS GUYS (and design)	Registered	77981170 Feb 4, 2010	3932623 Mar 15, 2011	The Grounds Guys LLC	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.	Sec 8/9 Renewal Deadline Mar 15, 2021

**TRADEMARK**