

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM635479

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rainbow International SPV LLC		03/25/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A., as trustee		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	4441363	R	
Registration Number:	2768905	R	
Registration Number:	4419821	R RAINBOW INTERNATIONAL RESTORATION	
Registration Number:	4788351	R RAINBOW INTERNATIONAL RESTORATION WATE	
Registration Number:	4788352	R RAINBOW INTERNATIONAL RESTORATION WATE	
Registration Number:	1672096	RAINBOW INTERNATIONAL	
Registration Number:	2850175	RAINBOW INTERNATIONAL	
Registration Number:	3207135	RAINBOW INTERNATIONAL RESTORATION	
Registration Number:	4953892		
Registration Number:	4962571		
Registration Number:	3923493	WATER FIRE SMOKE	
Registration Number:	4199363	WE RESTORE, YOU RECOVER	
CORRESPONDENCE DATA			
Fax Number:	4048156555		
<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>			
Phone:	4048156500		
Email:	byates@kilpatricktownsend.com		
Correspondent Name:	Barbara Yates, Paralegal		

OP \$315.00 4441363

Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 2: c/o Kilpatrick Townsend & Stockton LLP
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 1232560

NAME OF SUBMITTER: Barbara Yates

SIGNATURE: /Barbara Yates/

DATE SIGNED: 03/29/2021

Total Attachments: 9

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Notice”) is made and entered into as of March 25, 2021, by Rainbow International SPV LLC, a Delaware limited liability company located at 1010 N University Parks Dr., Waco, TX 76707 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee, located at 388 Greenwich Street, New York, New York 10013 (“Trustee”).

WHEREAS, Grantor is the owner of the United States trademarks, registrations and applications set forth in Schedule 1 attached hereto (collectively, the “Trademarks”) and the goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March 25, 2021, made by Neighborly SPV Guarantor LLC, Neighborly Assetco LLC, Aire Serv SPV LLC, Mr. Electric SPV LLC, The Grounds Guys SPV LLC, Rainbow International SPV LLC, Glass Doctor SPV LLC, Mr. Appliance SPV LLC, Mr. Rooter SPV LLC, Molly Maid SPV LLC, Mr. Handyman SPV, LLC, Five Star Painting SPV LLC, Window Genie SPV LLC, Real Property Management SPV LLC, Mosquito Joe SPV LLC, HouseMaster SPV LLC, Dryer Vent Wizard SPV LLC, ShelfGenie SPV LLC, Precision Door SPV LLC, ProTradeNet SPV LLC, Back Office SPV LLC and G-O Manufacturing SPV LLC, each a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, 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 with respect to the foregoing (collectively the “Trademark Collateral”); and

WHEREAS, pursuant to Section 8.25(c) of the Base Indenture, dated as of March 25, 2021, by and among Neighborly Issuer LLC, a Delaware limited liability company, and Citibank, as Trustee and as Securities Intermediary (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Indenture”) and Section 3.5(b) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the United States Patent and Trademark Office (“USPTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

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 Indenture (as defined below) and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby

grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor's right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Indenture.

1. The parties intend that this Notice is for recordation (and, if applicable, perfection) purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee'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 in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Trustee 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 Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.


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

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 one and the same agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.




RAINBOW INTERNATIONAL SPV LLC,
as Grantor

By:  _____

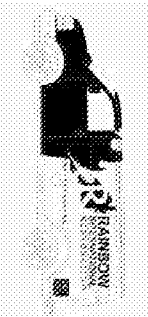
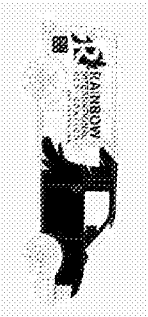
Name: Jon Shell

Title: Treasurer

**Schedule 1
Trademarks**

Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	R (and design) 	Registered	85779474 Nov 14, 2012	4441363 Nov 26, 2013	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services; providing carpet and upholstery dyeing, tinting and colorizing services.	Sec 8/9 Renewal Deadline Nov 26, 2023
United States of America	R (and globe design) 	Registered	76415864 Jun 4, 2002	2768905 Sep 30, 2003	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning and spot, stain and odor removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; mold inhibition services; carpet repair services; commercial and residential building cleaning services.	Sec 8/9 Renewal Deadline Sep 30, 2023
United States of America	R RAINBOW INTERNATIONAL RESTORATION (and design) 	Registered	85779553 Nov 14, 2012	4419821 Oct 15, 2013	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services; providing carpet and upholstery dyeing, tinting and colorizing services.	Sec 8/9 Renewal Deadline Oct 15, 2023
						40 Carpet, upholstery and drapery odor removal services; mold inhibition services of buildings and their contents.	



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Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	 <p>R RAINBOW INTERNATIONAL RESTORATION WATER-FIRE: SMOKE: MOLD 24/7 EMERGENCY SERVICE (and design)</p>	Registered	86256094 Apr 18, 2014	4788351 Aug 11, 2015	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors; carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services.	Sec 8 and/or 15 Filing Deadline Aug 1 2021 Sec 8/9 Renewal Deadline Aug 1 2025
United States of America	 <p>R RAINBOW INTERNATIONAL RESTORATION WATER-FIRE: SMOKE: MOLD 24/7 EMERGENCY SERVICE (and design)</p>	Registered	86256098 Apr 18, 2014	4788352 Aug 11, 2015	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors; carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services.	Sec 8 and/or 15 Filing Deadline Aug 11, 2021 Sec 8/9 Renewal Deadline Aug 11, 2025
United States of America	RAINBOW INTERNATIONAL	Registered	74152283 Mar 29, 1991	1672096 Jan 14, 1992	Rainbow International LLC	37 Carpet and upholstery cleaning services.	Sec 8/9 Renewal Deadline Jan 14, 2022


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Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	RAINBOW INTERNATIONAL	Registered	76415867 Jun 4, 2002	2850175 Jun 8, 2004	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning and spot, stain and odor removal services; air-duct cleaning services; disaster restoration services; restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services.	Sec 8/9 Renewal Deadline Jun 8, 2024
United States of America	RAINBOW INTERNATIONAL RESTORATION	Registered	76644057 Aug 2, 2005	3207135 Feb 13, 2007	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot, stain and odor removal services; air-duct cleaning services; disaster restoration services; restoring building interiors, carpet and furnishings *damaged* by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services. 40 Mold inhibition services concerning buildings and their contents.	Sec 8/9 Renewal Deadline Feb 13, 2027

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Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action	
United States of America	 <p>STYLIZED IMAGE OF 2 PEOPLE WITH VACUUM HOSES DESIGN</p>	Registered	86562287 Mar 12, 2015	4953892 May 10, 2016	Rainbow International LLC	37 Cleaning services, namely, carpet, upholstery and drapery cleaning; cleaning services, namely, removal of spots and stains from carpet, upholstery and drapery; air-duct cleaning services, disaster restoration services, namely, restoring building interiors, carpet and furnishings all damaged by fire, water and smoke; carpet repair services, commercial and residential building cleaning services.	Sec 8 and/or 15 Filing Deadline May 1, 2022 Sec 8/9 Renewal Deadline May 1, 2026	
United States of America	 <p>STYLIZED IMAGE OF FIRE AND WATER DESIGN</p>	Registered	86563363 Mar 13, 2015	4962571 May 24, 2016	Rainbow International LLC	37 Cleaning services, namely, carpet, upholstery and drapery cleaning; cleaning services, namely, removal of spots and stains from carpet, upholstery and drapery; air-duct cleaning services, disaster restoration services, namely, restoring building interiors, carpet and furnishings all damaged by fire, water and smoke; carpet repair services, commercial and residential building cleaning services.	40 Fabric treatment of carpets and upholstery, namely, dyeing, tinting and colorizing carpets and upholstery; odor neutralization services, namely, odor removal services for carpets, upholstery and drapery; mold remediation services for buildings.	Sec 8 and/or 15 Filing Deadline May 24, 2022 Sec 8/9 Renewal Deadline May 24, 2026

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Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	 WATER FIRE SMOKE (and design)	Registered	77300958 Oct 10, 2007	3923493 Feb 22, 2011	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services.	Sec 8/9 Renewal Deadline Feb 22, 2021
United States of America	WE RESTORE, YOU RECOVER	Registered	85245050 Feb 17, 2011	4199363 Aug 28, 2012	Rainbow International LLC	37 Carpet, upholstery and drapery cleaning, and spot and stain removal services; air-duct cleaning services; disaster restoration services; namely, restoring building interiors, carpet and furnishings damaged by fire, water, smoke and other disasters; carpet repair services; commercial and residential building cleaning services; providing carpet and upholstery dyeing, tinting and colorizing services.	Sec 8/9 Renewal Deadline Aug 28, 2022
						40 Carpet, upholstery and drapery odor removal services; mold inhibition services of buildings and their contents.	

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