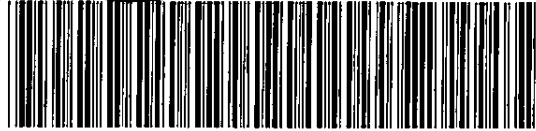


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(Requestor's Name)



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Assignment

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 15, 2005

MARGARET K. COOK, ESQUIRE
THE SERVICEMASTER COMPANY
3250 LACEY ROAD, SUITE 600
DOWNERS GROVE, IL 60515-7926

SUBJECT: GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN
OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS
GROUND CONTROL LANDSCAPING & MAINTENANCE
Ref. Number: T02815

We have received your document for GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS GROUND CONTROL LANDSCAPING & MAINTENANCE and your check(s) totaling \$146.25. However, the document has not been filed and is being retained in this office for the following:

The filing fee is \$50.00 per assignment, you have two assignments and one renewal. Please send an additional check in the amount of \$50.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6918.

Nanette Causseaux
Document Specialist Supervisor

Letter Number: 005A00010622

ServiceMASTER®

The ServiceMaster Company
3250 Lacey Road, Suite 600
Downers Grove, IL 60515-7926
Phone: 630/663-2000 Fax: 630/663-2001

Via US Certified Mail

March 10, 2005

Nanette Causseaux
Document Specialist Supervisor
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Nanette Causseaux:

Per your request, enclosed is a check for \$50.00 for the additional assignment for the mark Ground Control Landscaping & Maintenance and Design of a Palm Tree in Front of a Half Sunset Over the Words Ground Control Landscaping & Maintenance.

Please contact me at 630-663-2042, if you have any questions.

Sincerely,


Margaret K. Cook
Corporate Counsel



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 23, 2005

MARGARET K. COOK, ESQUIRE
THE SERVICEMASTER COMPANY
3250 LACEY ROAD, SUITE 600
DOWNERS GROVE, IL 60515-7926

SUBJECT: GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN
OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS
GROUND CONTROL LANDSCAPING & MAINTENANCE
Ref. Number: T02815

We have received your document for GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS GROUND CONTROL LANDSCAPING & MAINTENANCE and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

Please accept our apology for failing to mention this in our previous letter.

We need an assignment form where "GROUND CONTROL LANDSCAPING, INC." assigns the mark to "SERVICEMASTER COMPANY." Please complete the attached assignment form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6918.

Nanette Causseaux
Document Specialist Supervisor

Letter Number: 005A00019894

ServiceMASTER[®]

The ServiceMaster Company
3250 Lacey Road, Suite 600
Downers Grove, IL 60515-7926
Phone: 630/663-2000
Fax: 630/663-2001

April 14, 2005

Nanette Causseaux
Document Specialist Supervisor
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: GROUND CONTROL TRADEMARK ASSIGNMENT
Ref. File No. T02815

Dear Ms. Causseaux

This letter is in response to your letter dated March 23, 2005 regarding the proposed assignment for GROUNDCONTROL LANDSCAPING & MAINTENANCE (AND DESIGN), Ref. File Number T02815. You requested a standard assignment form to be executed by Ground Control Landscaping Inc. in favor of The ServiceMaster Company.

In accordance with the Recitals set forth in our attached Assignment document, LandCare USA, Inc. acquired the rights to the GROUNDCONTROL trademark when it acquired Ground Control Landscaping, Inc. LandCare was then merged into The ServiceMaster Company. As a result of such merger, The ServiceMaster Company acquired all assets and rights, including the GROUNDCONTROL trademark from LandCare.

Unfortunately, the appropriate trademark assignments were not completed at the time of the Ground Control acquisition or the LandCare merger. At this time, it is not possible to execute an assignment from Ground Control in favor of either LandCare or The ServiceMaster Company because the company does not exist due to the consolidation and subsequent merger. Moreover, this assignment should not be necessary since The ServiceMaster Company legally acquired the name and rights associated therewith.

We have attached an unexecuted but completed assignment form for your review and acceptance.

Please let us know if this will be sufficient.

Thank you for your prompt attention and cooperation.

Sincerely,


Margaret Cook
Corporate Counsel
The ServiceMaster Company



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 28, 2005

MARGARET K. COOK, ESQUIRE
THE SERVICEMASTER COMPANY
3250 LACEY ROAD, SUITE 600
DOWNS GROVE, IL 60515-7926

SUBJECT: GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN
OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS
GROUND CONTROL LANDSCAPING & MAINTENANCE
Ref. Number: T02815

We have received your document for GROUNDCONTROL LANDSCAPING & MAINTENANCE & DESIGN OF A PALMTREE IN FRONT OF A HALF SUNSET OVER THE WORDS GROUND CONTROL LANDSCAPING & MAINTENANCE and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

Florida trademark law allows for the filing of assignments, unfortunately it does not allow for the filing of mergers. Therefore we need for you to complete the assignment form, portions #1-3. (SIGNATURES NOT REQUIRED) We will then make a copy of the merger and attach it to the assignment. This will satisfy the filing requirements of our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6918.

Nanette Cousseaux
Document Specialist Supervisor

Letter Number: 505A00029617

ServiceMASTER

The ServiceMaster Company
3250 Lacey Road, Suite 600
Downers Grove, IL 60515-7926
Phone: 630/663-2000
Fax: 630/663-2001

Via Overnight Courier

May 10, 2005

Nanette Causseaux
Document Specialist Supervisor
Florida Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

Re: GROUNDCONTROL TRADEMARK ASSIGNMENT Ref. File No. T02815

Dear Ms. Causseaux:

This letter is in response to your letter dated April 28, 2005 regarding the proposed assignment for GROUNDCONTROL LANDSCAPING & MAINTENANCE (AND DESIGN), Ref. File Number T02815. You requested a standard assignment form without signatures for the mergers that occurred between GroundControl Landscaping, Inc. and LandCare USA, Inc., and between LandCare USA, Inc. and The ServiceMaster Company. Per your request these documents are enclosed.

Please let us know if this will be sufficient.

Thank-you for your prompt attention and cooperation.

Sincerely,


Margaret K. Cook
Corporate Counsel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ServiceMASTER

The ServiceMaster Company
3250 Lacey Road, Suite 600
Downers Grove, IL 60515-7926
Phone: 630/663-2000
Fax: 630/663-2001

Via US Certified Mail

June 3, 2005

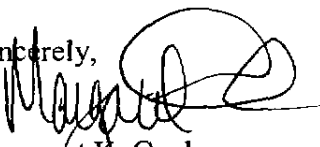
Nanette Causseaux
Document Specialist Supervisor
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Ms. Causseaux:

Per your request, enclosed is a check for \$50.00 for the additional assignment for the mark Ground Control Landscaping & Maintenance and Design of a Palm Tree in Front of a Half Sunset Over the Words Ground Control Landscaping & Maintenance.

Please contact me at 630-663-2042, if you have any questions.

Sincerely,



Margaret K. Cook
Corporate Counsel

#1

ASSIGNMENT OF MARK REGISTRATION

1. The mark to be assigned is: GroundControl Landscaping & Maintenance & Design

Registration Number: T02815

2. ASSIGNOR:

Name: GroundControl Landscaping, Inc.

If Assignor is a corporation, the state in which incorporated & FL registration Number: _____

Address: _____

City: _____ State/Zip: _____

3. ASSIGNEE:

Name: LandCare USA, Inc.

If Assignee is a corporation, the state in which incorporated & FL registration number: _____

Address: 3250 Lacey Road, Suite 600

City: Downers Grove State/Zip IL/60515

4. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of the mark) is hereby assigned by _____

(the Assignor)

(the Assignee)

(Assignor's Signature)

(Assignee's Signature)

By _____
(Typed or Printed Name of Person Signing Above)

By _____
(Typed or Printed Name of Person Signing Above)

On this _____ day of _____, _____, personally appeared before me,

who is personally known to me whose identity I proved on the basis of _____

(Notary Seal)

Signature of Notary Public

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TALLAHASSEE, FLORIDA

Instructions: The assignment must be signed by both the assignee and the assignor. If a corporation, an officer of the corporation must sign. Both the assignee's and the assignor's signature must be acknowledged before a Notary Public. If you need assistance, call the Registration Section at (850) 245-6051.

ASSIGNMENT

THIS ASSIGNMENT (the "Assignment") is made and entered into February 7, 2005 ("Effective Date"), by and between The ServiceMaster Company, a Delaware corporation, ("Assignor"), and TruGreen LandCare L.L.C., a Delaware limited liability company ("Assignee").

RECITALS

- A. The Florida Division of Corporations lists Ground Control Landscaping, Inc., a Florida corporation ("Ground Control"), as the registered owner of the trademark listed on Exhibit A ("Trademark").
- B. LandCare USA, Inc., a Delaware corporation, ("LandCare"), acquired Ground Control in an Agreement and Plan of Organization dated March 17, 1998, thereby assuming all assets, liabilities and obligations of Ground Control. *See Exhibit B*
- C. LandCare was merged into Assignor and dissolved on December 31, 1999 ("the Merger Date"); therefore, Assignor assumed all assets, liabilities and obligations of LandCare via the Certificate of Ownership and Merger, page 2. *See Exhibit C*
- D. Assignor is the sole and exclusive owner of the entire right, title, and interest in, to, and under the Trademark, including variations thereof and the goodwill associated therewith.
- E. Assignee wishes to acquire, and Assignor wishes to assign, all right, title, interest in, to, and under the Trademark, together with the goodwill associated with the Trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges, Assignor does sell, assign, transfer, and set over to Assignee entire right, title, and interest in, to, and under the Trademark, together with the goodwill associated with the Trademark, including any renewals and extensions of any registration that is or may be secured under the laws of the state of Florida, the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor had this Assignment not been made; and together will all income, royalties, or payments due or payable as of the Merger Date or thereafter, including, without limitation, all claims for damages by reason of past, present, or future infringement or other unauthorized use of the Trademark, with the right to sue for and collect the same, for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Florida Division of Corporations to record Assignee as the owner of the Trademarks.

Assignor shall provide to Assignee, its successors, assigns, or other legal representatives, cooperation and assistance at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens, and other

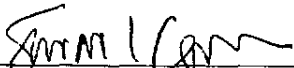
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documentation as may be reasonably required) (1) in the preparation and prosecution of any application for renewal of a registration covering any of the Trademark, (2) in the prosecution or defense of any interference, opposition, infringement, or other proceedings that may arise in connection with the Trademark, including, but not limited to, testifying as to any facts relating to the Trademark and this Assignment, (3) in obtaining any additional protection for the Trademark that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries, and (4) in the implementation or perfection of this Assignment.

Assignor:
The ServiceMaster Company

Assignee:
TruGreen LandCare L.L.C.

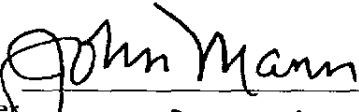
By:



Officer: Sandra Groman
Title: Vice President

By:

Officer
Title



via President

Exhibit A

Trademark

Florida Registration No.

T02815

Mark

GroundControl Landscaping & Maintenance (and Design)

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